ANTENGENE

Antengene Corporation Limited

德琪醫藥有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 6996

Global Offering

Joint Sponsors, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

Goldman Sachs J.P.Morgan

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

citi CICC 中金公司

Joint Bookrunner and Joint Lead Manager

招銀国际 CMB INTERNATIONAL

IMPORTANT

IMPORTANT: If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.

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德琪醫藥有限公司

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Global Offering

Number of Offer Shares under the Global Offering	**:**	**154,153,500 Shares (subject to the Over-allotment Option)**
Number of Hong Kong Offer Shares	**:**	**15,416,000 Shares (subject to reallocation)**
Number of International Offer Shares	**:**	**138,737,500 Shares (subject to reallocation and the Over-allotment Option)**
Maximum Offer Price	**:**	**HK$18.08 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars, subject to refund)**
Nominal value	**:**	**US$0.0001 per Share**
Stock code	**:**	**6996**

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Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the section headed "Documents Delivered to the Registrar of Companies and Available for Inspection" in this prospectus, has been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and our Company on the Price Determination Date. The Price Determination Date is expected to be on or around Thursday, November 12, 2020 (Hong Kong time) and, in any event, not later than Thursday, November 19, 2020 (Hong Kong time). The Offer Price will not be more than HK$18.08 per Offer Share and is currently expected to be not less than HK$15.80 per Offer Share. Applicants for Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK$18.08 for each Hong Kong Offer Share together with a brokerage of 1.0%, an SFC transaction levy of 0.0027% and a Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK$18.08 per Offer Share.

The Joint Global Coordinators (on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares and/or the indicative Offer Price range below that stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such case, notices of the reduction in the number of Offer Shares and/or the indicative Offer Price range will be published on the websites of the Stock Exchange at www.hkexnews.hk and our Company at www.antengene.com not later than the morning of the last day for lodging applications under the Hong Kong Public Offering.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including the risk factors set out in the section headed "Risk Factors" in this prospectus. The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure subscribers for, the Hong Kong Offer Shares, are subject to termination by the Joint Global Coordinators (on behalf of the Underwriters) if certain events shall occur prior to 8:00 a.m. on the Listing Date. Such grounds are set out in the section headed "Underwriting" in this prospectus. It is important that you refer to that section for further details.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold (i) solely to QIBs pursuant to Rule 144A or another available exemption from registration under the U.S. Securities Act and (ii) outside the United States in offshore transactions in accordance with Regulation S.

ATTENTION

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.

This prospectus is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk and our website at www.antengene.com. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

November 9, 2020

IMPORTANT NOTICE TO INVESTORS: FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.

This prospectus is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk under the "*HKEXnews > New Listings > New Listing Information*" section, and our website at www.antengene.com. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

To apply for the Hong Kong Offer Shares, you may:

(1) apply online through the **White Form eIPO** service at **www.eipo.com.hk**;

(2) apply through the **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:

i. instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or

ii. (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (**https://ip.ccass.com**) or through the CCASS Phone System by calling +852 2979 7888 (using the procedures in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC's Customer Service Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

If you have any question about the application for the Hong Kong Offer Shares, you may call the enquiry hotline of our Hong Kong Share Registrar and White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited, both at +852 2862 8690 on the following dates:

Monday, 9 November 2020 — 9:00 a.m. to 9:00 p.m.
Tuesday, 10 November 2020 — 9:00 a.m. to 9:00 p.m.
Wednesday, 11 November 2020 — 9:00 a.m. to 9:00 p.m.
Thursday, 12 November 2020 — 9:00 a.m. to 12:00 noon

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of this prospectus are identical to the printed prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

If you are an **intermediary**, **broker** or **agent**, please remind your customers, clients or principals, as applicable, that this prospectus is available online at the website addresses above.

Please refer to the section headed "How to Apply for Hong Kong Offer Shares" for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

Your application must be for a minimum of 500 Hong Kong Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

No. of Hong Kong Offer Shares applied for	Amount payable on application *HK$*	No. of Hong Kong Offer Shares applied for	Amount payable on application *HK$*	No. of Hong Kong Offer Shares applied for	Amount payable on application *HK$*	No. of Hong Kong Offer Shares applied for	Amount payable on application *HK$*
500	9,131.09	10,000	182,621.92	200,000	3,652,438.43	4,000,000	73,048,768.64
1,000	18,262.19	15,000	273,932.88	300,000	5,478,657.65	4,500,000	82,179,864.72
1,500	27,393.29	20,000	365,243.84	400,000	7,304,876.86	5,000,000	91,310,960.80
2,000	36,524.39	25,000	456,554.80	500,000	9,131,096.08	6,000,000	109,573,152.96
2,500	45,655.48	30,000	547,865.76	600,000	10,957,315.30	7,000,000	127,835,345.12
3,000	54,786.57	35,000	639,176.73	700,000	12,783,534.51	7,708,000[(1)]	140,764,977.17
3,500	63,917.67	40,000	730,487.69	800,000	14,609,753.73		
4,000	73,048.77	45,000	821,798.65	900,000	16,435,972.94		
4,500	82,179.87	50,000	913,109.61	1,000,000	18,262,192.16		
5,000	91,310.96	60,000	1,095,731.53	1,500,000	27,393,288.24		
6,000	109,573.15	70,000	1,278,353.45	2,000,000	36,524,384.32		
7,000	127,835.35	80,000	1,460,975.37	2,500,000	45,655,480.40		
8,000	146,097.54	90,000	1,643,597.29	3,000,000	54,786,576.48		
9,000	164,359.73	100,000	1,826,219.22	3,500,000	63,917,672.56		

(1) Maximum number of Hong Kong Offer Shares you may apply for.

No application for any other number of Hong Kong Offer Shares will be considered and any such application is liable to be rejects.

*If there is any change in the following expected timetable of the Hong Kong Public Offering, we will issue an announcement in Hong Kong to be published on the websites of the Stock Exchange at **www.hkexnews.hk** and our Company at **www.antengene.com**.*

Hong Kong Public Offering commences . . . . . .9:00 am on Monday, November 9, 2020

Latest time to complete electronic applications under **White Form eIPO** service through the designated website **www.eipo.com.hk**[2] . . . . . .11:30 am on Thursday, November 12, 2020

Application lists of the Hong Kong Public Offering open[3] . . . . . .11:45 am on Thursday, November 12, 2020

Latest time to (a) complete payment of **White Form eIPO** applications by effecting Internet banking transfer(s) or PPS payment transfer(s) and (b) giving **electronic application instructions** to HKSCC[4] . . . . . .12:00 noon on Thursday, November 12, 2020

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

Application lists of the Hong Kong Public Offering close . . . . . .12:00 noon on Thursday, November 12, 2020

Expected Price Determination Date[5] . . . . . Thursday, November 12, 2020

Announcement of the Offer Price, an indication of the level of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares to be published on the websites of the Stock Exchange at **www.hkexnews.hk** and our Company at **www.antengene.com** on or before[6] . . . . . Thursday, November 19, 2020

The results of allocations in the Hong Kong Public Offering (with successful applicants' identification document numbers, where appropriate) to be available through a variety of channels, including:

- in the announcement to be posted on our website and the website of the Hong Kong Stock Exchange at **www.antengene.com** and **www.hkexnews.hk**, respectively ..... Thursday, November 19, 2020

- from the designated results of allocations website at **www.iporesults.com.hk** (alternatively: English **https://www.eipo.com.hk/en/Allotment**; Chinese **https://www.eipo.com.hk/zh-hk/Allotment**) with a "search by ID" function from ..... 8:00 a.m. on Thursday, November 19, 2020 to 12:00 midnight on Wednesday, November 25, 2020

- from the allocation results telephone enquiry by calling +852 2862 8555 between 9:00 a.m. and 6:00 p.m. from ..... Thursday, November 19, 2020 to Friday, November 20, 2020 and from Monday, November 23, 2020 to Tuesday, November 24, 2020

Dispatch of Share certificates in respect of wholly or partially successful applications pursuant to the Hong Kong Public Offering on or before[6] ..... Thursday, November 19, 2020

Dispatch of e-Refund payment instructions/refund cheques on or before[8] ..... Thursday, November 19, 2020

Dealings in Shares on the Stock Exchange to commence on ..... Friday, November 20, 2020

Notes:

(1) All times and dates refer to Hong Kong local time and date, except as otherwise stated.

*(2) You will not be permitted to submit your application through the designated website at **www.eipo.com.hk** after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained a payment reference number from the designated website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists close.*

(3) If there is a typhoon warning signal number 8 or above, an announcement of "extreme conditions" caused by a super typhoon by the Government of Hong Kong in accordance with the revised "Code of Practice in Times of Typhoons and Rainstorms" issued by the Hong Kong Labour Department in June 2019 and/or a "black" rainstorm warning at any time between 9:00 a.m. and 12:00 noon on Thursday, November 12, 2020 the application lists will not open on that day. See "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in this prospectus.

*(4) Applicants who apply for Hong Kong Offer Shares by giving **electronic application instructions** to HKSCC should refer to "How to Apply for Hong Kong Offer Shares — 6. Applying by Giving Electronic Application Instructions to HKSCC via CCASS" in this prospectus.*

(5) The Price Determination Date is expected to be on or around Thursday, November 12, 2020 and, in any event, not later than Thursday, November 19, 2020 or such other date as agreed between parties. If, for any reason, the Offer Price is not agreed between the Joint Global Coordinators (for itself and on behalf of the Underwriters) and our Company by Thursday, November 19, 2020 or such other date as agreed between parties, the Global Offering will not proceed and will lapse.

(6) Share certificates are expected to be issued on Thursday, November 19, 2020 but will only become valid provided that the Global Offering has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its terms, which is scheduled to be around 8:00 a.m. on Friday, November 20, 2020 . Investors who trade Shares on the basis of publicly available allocation details before the receipt of Share certificates and before they become valid do so entirely of their own risk.

(7) None of the websites or any of the information contained on the website forms part of this prospectus.

(8) e-Refund payment instructions/refund cheques will be issued in respect of wholly or partially unsuccessful applications and in respect of wholly or partially successful applications if the Offer Price is less than the price per Offer Share payable on application. Part of the applicant's Hong Kong identity card number or passport number, or, if the application is made by joint applicants, part of the Hong Kong identity card number or passport number of the first-named applicant, provided by the applicant(s) may be printed on the refund check, if any. Such data would also be transferred to a third party for refund purposes. Banks may require verification of an applicant's Hong Kong identity card number or passport number before encashment of the refund check. Inaccurate completion of an applicant's Hong Kong identity card number or passport number may invalidate or delay encashment of the refund check.

(9) Applicants who have applied on White Form eIPO for 1,000,000 or more Hong Kong Offer Shares may collect any refund checks (where applicable) and/or Share certificates in person from our 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 from 9:00 a.m. to 1:00 p.m. on Thursday, November 19, 2020 or such other date as notified by us as the date of dispatch/collection of Share certificates/e-Refund payment instructions/refund checks. Applicants being individuals who are eligible for personal collection may not authorize any other person to collect on their behalf. Individuals must produce evidence of identity acceptable to our Hong Kong Share Registrar at the time of collection.

Applicants who have applied for Hong Kong Offer Shares through CCASS EIPO service should refer to the section headed "How to Apply for Hong Kong Offer Shares — 15. PERSONAL COLLECTION — (ii) If You Apply via Electronic Application Instructions to HKSCC" for details.

Applicants who have applied through the White Form eIPO service and paid their applications monies through single bank accounts may have refund monies (if any) dispatched to the bank account in the form of e-Refund payment instructions. Applicants who have applied through the White Form eIPO service and paid their application monies through multiple bank accounts may have refund monies (if any) dispatched to the address as specified in their application instructions in the form of refund checks by ordinary post at their own risk.

Share certificates (if applicable) and/or refund checks for applicants who have applied for less than 1,000,000 Hong Kong Offer Shares and any uncollected Share certificates (if applicable) and/or refund checks will be dispatched by ordinary post, at the applicants' risk, to the addresses specified in the relevant applications.

Further information is set out in the sections headed "How to Apply for Hong Kong Offer Shares — 13. Refund of Application Monies" and "How to Apply for Hong Kong Offer Shares — DESPATCH/COLLECTION OF SHARE CERTIFICATES AND REFUND MONIES" in this prospectus.

The above expected timetable is a summary only. You should read carefully the sections headed "Underwriting", "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this prospectus for details relating to the structure of the Global Offering, procedures on the applications for Hong Kong Offer Shares and the expected timetable, including conditions, effect of bad weather and the dispatch of refund cheques and Share certificates.

CONTENTS

IMPORTANT NOTICE TO PROSPECTIVE INVESTORS

This prospectus is issued by our Company solely in connection with the Hong Kong Public Offering and the Hong Kong Offer Shares and does not constitute an offer to sell or a solicitation of an offer to buy any security other than the Hong Kong Offer Shares offered by this prospectus pursuant to the Hong Kong Public Offering. This prospectus may not be used for the purpose of making, and does not constitute, an offer or invitation in any other jurisdiction or in any other circumstances. No action has been taken to permit a public offering of the Hong Kong Offer Shares in any jurisdiction other than Hong Kong and no action has been taken to permit the distribution of this prospectus in any jurisdiction other than Hong Kong. The distribution of this prospectus for purposes of a public offering and the offering and sale of the Hong Kong Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

You should rely only on the information contained in this prospectus to make your investment decision. The Hong Kong Public Offering is made solely on the basis of the information contained and the representations made in this prospectus. We have not authorized anyone to provide you with information that is different from what is contained in this prospectus. Any information or representation not contained nor made in this prospectus must not be relied on by you as having been authorized by our Company, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, any of the Underwriters, any of their respective directors, officers, employees, agents or representatives of any of them or any other parties involved in the Global Offering.

CONTENTS

This summary aims to give you an overview of the information contained in this prospectus. As this is a summary, it does not contain all the information that may be important to you. You should read the entire prospectus before you decide to invest in the Offer Shares. ***In particular, we are a biotech company seeking to list on the Main Board of the Stock Exchange under Chapter 18A of the Listing Rules on the basis that we are unable to meet the requirements under Rule 8.05 (1), (2) or (3) of the Listing Rules****. There are unique challenges, risks and uncertainties associated with investing in companies such as ours. In addition, we have incurred significant operating losses since our inception, and we expect to remain loss making in the near term. We had negative net cash flow from operating activities during the Track Record Period. We did not declare or pay any dividends during the Track Record Period and do not intend to pay any dividends in the near future. Your investment decision should be made in light of these considerations.*

There are risks associated with any investment. Some of the particular risks in investing in the Offer Shares are set out in the section headed "Risk Factors" in this prospectus. You should read that section carefully before you decide to invest in the Offer Shares.

BUSINESS OVERVIEW

We are a clinical-stage Asia-Pacific (APAC) biopharmaceutical company focused on innovative oncology medicines. We distinguish ourselves through our strong R&D capabilities and strategic approach to developing novel oncology therapies. Our vision is to treat patients beyond borders and transform their lives by discovering, developing and commercializing global first-in-class, only-in-class and/or best-in-class therapies.

We are led by an experienced management team with a proven track record in developing and commercializing oncology drugs globally. Our founder and CEO, Jay Mei, M.D., Ph.D., was a clinical research and development executive at Celgene. At Celgene, Dr. Mei was one of the leading members in the clinical development of multiple blockbuster drugs that represent the most significant part of Celgene's portfolio today, including REVLIMID®, which is among the best-selling oncology therapies worldwide, and was also involved in the clinical development of POMALYST®, also one of the best-selling oncology drugs worldwide, and IDHIFA®, a first-in-class drug for the treatment of acute myeloid leukemia. We currently focus on hematology and oncology, the therapeutic areas in which our management team has a strong track record and extensive experience, to bring innovative therapies to patients in the APAC region.

We employ a combinatory and complementary R&D strategy to maximize the potential of our pipeline assets which are synergistic to each other. As an example of our combinatory approach, we are developing ATG-010 (selinexor), an XPO1 inhibitor, in combination with our other pipeline assets. We plan to evaluate ATG-010 (selinexor) in combination with ATG-008 (onatasertib, also known as CC-223), a dual mTORC1/mTORC2 inhibitor in patients with relapsed or refractory (R/R) diffuse large B-cell lymphoma (DLBCL) in China (the MATCH trial) after the completion of the SEARCH trial, a Phase II clinical trial to investigate the safety and efficacy of ATG-010 (selinexor) as a single agent in patients with R/R DLBCL. We believe such combination trial will bring synergistic clinical benefits, given ATG-008 (onatasertib) has demonstrated preliminary clinical activities in patients with DLBCL in a study conducted by Celgene. As an illustration of our complementary approach, we are strategically expanding our clinical development of selective inhibitor of nuclear export (SINE) assets to new indications that are complementary to those being developed by our partner. We are developing ATG-010 (selinexor) for the treatment of high prevalence cancer types in the APAC region with significant unmet medical needs, including T-cell lymphoma and KRAS-mutant non-small cell lung cancer (NSCLC).

The implementation of our combinatory and complementary R&D approach is empowered by our company-wide cross-functional collaboration and distributed drug development model. We believe our company-wide cross-functional collaboration enables us to identify and mitigate inherent risks early in the development process of our innovative therapies. By utilizing a distributed drug development model, we select the most suitable industry partners, including leading CROs, CDMOs and innovative drug discovery companies, and closely work with them to efficiently and effectively achieve our drug development goals.

Guided by our differentiated drug discovery and development strategy, we successfully identified the potential of the therapeutic SINE compounds. We obtained an exclusive license from Karyopharm, a NASDAQ-listed commercial-stage pharmaceutical company, to develop and commercialize three SINE compounds (ATG-010 (selinexor), ATG-016 (eltanexor) and ATG-527 (verdinexor)) in the APAC region. ATG-010 (selinexor) is a first-in-class and only-in-class SINE compound targeting XPO1, a key nuclear export protein. It is the first and only SINE compound approved by the FDA. ATG-010 (selinexor) is granted conditional accelerated approval for use in the treatment of two hematological malignancies, namely multiple myeloma (MM) and DLBCL and is the only single-agent, orally-available therapy approved for the treatment of patients with R/R DLBCL. These approvals by the FDA, and the demonstrated potential of SINE compounds as backbone therapies in completed and ongoing trials validate our visionary selection of XPO1 as a druggable target and our SINE compounds as a novel class of drugs with wide anti-cancer potential.

By efficiently utilizing our resources, forming partnerships with other pharmaceutical and biotech companies and leveraging our outstanding capability in target selection and differentiated discovery and development strategy, we have established an innovative pipeline of 12 clinical and pre-clinical assets as of the Latest Practicable Date. Both of our two Core Products have a promising post-proof-of-concept clinical and commercial profile, ATG-010 (selinexor) being first-in-class and only-in-class and ATG-008 (onatasertib) being potentially first-in-class. Among our clinical stage assets, we also have two other drug candidates in the validated SINE class, namely ATG-016 (eltanexor) and ATG-527 (verdinexor), which feature differentiated profiles that allow us to target a wide range of indications through both mono- and combination therapies. ATG-019 (KPT-9274) is a potentially first-in-class orally available dual PAK4/NAMPT inhibitor for the treatment of non-Hodgkin lymphoma (NHL) and advanced solid tumors. ATG-017 (AZD0364) is a potent and selective ERK1/2 inhibitor with best-in-class potential for the treatment of various hematological malignancies and solid tumors driven by the aberrant RAS/MAPK pathway. The majority of our current product candidates were in-licensed and we have devoted significant time and resources in their research and development where we currently have nine ongoing clinical trials (including three investigator-initiated trials) for our in-licensed product candidates. We will continue to expand our pipeline via in-licensing/external partnerships as well as ongoing in-house R&D efforts.

We aim to become a premier global biotech company with an end-to-end fully integrated platform from discovery to commercialization. To achieve this, we plan to continue to implement our multi-source innovation strategy, deepen cross-functional collaboration, apply our distributed drug development model and enhance our manufacturing and commercialization capabilities. We will continue to actively expand across the APAC region through clinical development, registration and commercialization of ATG-010 (selinexor) and other assets in countries such as China, Australia and South Korea. We are planning to further expand our clinical development footprint to the U.S. in anticipation that multiple pre-clinical assets will enter into IND stage in the U.S. by 2021.

OUR DRUG CANDIDATES

As of the Latest Practicable Date, we had strategically designed and built a highly selective pipeline of 12 drug assets focused on oncology, including two late-stage clinical assets which we in-licensed from Karyopharm and Celgene and are serving as our Core Products, four early-stage clinical assets and six pre-clinical stage assets. As of the same date, we had nine ongoing clinical trials (including three investigator-initiated trials) and eight clinical trials planned for initiation, and received nine IND approvals in multiple jurisdictions across the APAC regions. The following chart summarizes our pipeline and the development status of each candidate as of the Latest Practicable Date.

Assets	Target *(Modality)*	Programs	Pre-clinical	Phase I	Phase II	Phase III	Marketed	Antengene Rights	Partner/Antengene
ATG-010 (Selinexor)[1]*	XPO1 *(Small molecule)*	Combo with dexamethasone (dex)	R/R Multiple Myeloma *(MARCH)*			★ *STORM (US NDA approved)*		APAC[2]	Karyopharm Therapeutics / ANTENGENE
		Monotherapy	R/R DLBCL *(SEARCH)*			★ *SADAL (US sNDA approved)*			
		Combo with bortezomib and dex	R/R Multiple Myeloma *(BOSTON)*						
		Combo with IMiD/PI/ anti-CD38 mAb and dex	R/R and ND Multiple Myeloma *(STOMP)*						
		Monotherapy	NSCLC *(TRUMP)***						
		Combo with ICE/GEMOX	R/R T-cell & NK/T-cell Lymphoma *(TOUCH)*						
		Monotherapy	Maintenance Endometrial Cancer *(SIENDO)*						
		Monotherapy	Advanced Liposarcoma *(SEAL)*						
		Monotherapy	Recurrent Glioma *(KING)*						
ATG-008 (Onatasertib)*	mTORC1/2 *(Small molecule)*	Monotherapy	2L+ HBV+ HCC *(TORCH)*					APAC[3]	Celgene | Bristol Myers Squibb Company / ANTENGENE
		Combo with anti-PD-1 mAb	Advanced Solid Tumors and HCC *(TORCH-2)***						
		Monotherapy	NSCLC *(TRUMP)***						
		Monotherapy	Advanced Solid Tumors *(BUNCH)*						
		Monotherapy	Lymphangioleiomyomatosis *(LAUNCH)***						
		Combo with ATG-010 (selinexor)	R/R DLBCL *(MATCH)*						
ATG-016 (Eltanexor)*	XPO1 *(Small molecule)*	Monotherapy	R/R MDS *(HATCH)* & Solid Tumors	MDS, CRC, PrC				APAC[2]	Karyopharm Therapeutics / ANTENGENE
ATG-527 (Verdinexor)*	XPO1 *(Small molecule)*	Monotherapy	Lupus, Anti-viral (i.e., CAEBV *(CATCH)*)	Healthy Volunteers					
ATG-019 (KPT-9274)*	PAK4 & NAMPT *(Small molecule)*	Monotherapy ± niacin	Advanced Solid Tumors & NHL *(TEACH)*	Solid Tumors					
ATG-017 (AZD 0364)*	ERK1/2 *(Small molecule)*	Monotherapy	R/R Hem/Onc *(ERASER)*[7]					Global	ANTENGENE / AstraZeneca
ATG-101[4]*	PD-L1/4-1BB *(Bispecific antibody)*	Monotherapy	Hem/Onc						ANTENGENE
ATG-018◆	ATR *(Small molecule)*	Monotherapy	Hem/Onc						
ATG-022◆	Claudin 18.2 *(Monoclonal antibody)*	Monotherapy	Solid Tumors						
ATG-012◆	KRAS *(Small molecule)*	Monotherapy	Solid Tumors						
ATG-031◆	Undisclosed target *(Monoclonal antibody)*	Monotherapy	Hem/Onc						
ATG-027◆	Undisclosed target *(Monoclonal antibody)*	Monotherapy	Hem/Onc						

Antengene Trials[5] | Partner Trials[6] | ★ Registrational Trial in China | With APAC sites outside China | * In-licensed Asset | ◆ Proprietary Asset

1 (s)NDA accepted/approved by US FDA and APAC NDA submission expected in 2020-2021
2 Antengene has rights for Greater China (mainland China, Hong Kong, Taiwan, Macao), Australia, New Zealand, South Korea, and the ASEAN Countries
3 Antengene has rights for Greater China, South Korea, Singapore, Malaysia, Indonesia, Vietnam, Laos, Cambodia, the Philippines, Thailand and Mongolia
4 Licensed from Origincell and Antengene has obtained exclusive global rights to develop, commercialize and manufacture ATG-101
5 Most advanced trial status in Antengene territories and the trials are responsible by Antengene
6 Most advanced trial status in partner territories in the rest of the world. These trials are conducted by our licensing partners and do not belong to Antengene
7 We intend to assess the safety and efficacy in a variety of tumor types and hematological malignancies mostly harboring RAS or RAF mutations such as in pancreatic cancer, colorectal cancer and AML
** Core Product*
*** Investigator-initiated trials*
ND = newly diagnosed
Hem/Onc = hematological malignancies and solid tumors

The following table highlights the studies disclosed in this prospectus by our collaboration partners and additional selected information related to our product candidates as of the Latest Practicable Date. Studies conducted by our collaboration partners can benefit and have benefited us in multiple aspects, including that (i) we have leveraged their clinical data for further signal exploration in guided disease areas, (ii) we are pursuing expedited registration pathways in our territories either through smaller-scale local bridging pivotal studies or direct NDA submission leveraging U.S. approvals and pivotal trial data, subject to regulatory policies of each markets, and (iii) we will participate in global studies to accelerate development of these assets in our territories. We currently focus our Core Products on a variety of indications, including R/R MM, R/R DLBCL and NSCLC for ATG-010 (selinexor) and HCC and NSCLC for ATG-008 (onatasertib). These indications represent significant market opportunities. In China in 2019, the number of addressable patients were 68.2 thousand, 137.6 thousand, 369.4 thousand, 761.0 thousand for R/R MM, R/R DLBCL, HCC and NSCLC, respectively. For more details of each drug candidate, see the section headed "Business — Our Pipeline" in this prospectus.

Assets	Drug Category according to the Drug Administration Law of China[1]	Selected Studies Conducted by the Collaboration Partner	In-Licensing Date	Expected Major Milestones and Current Status of Clinical Trials by Antengene***
ATG-010 (selinexor)	Category 1 and 2.4[2]	Phase III BOSTON Trial* Phase IIb STORM Trial* Phase Ib/II STOMP Trial** Phase IIb SADAL Trial*** * on R/R MM ** on newly diagnosed and R/R MM *** on R/R DLBCL	May 23, 2018	Phase II MARCH Trial (NCT03944057): NDA submission in China as a third-line treatment for MM expected in the last quarter of 2020 or the first quarter of 2021; we have applied for an IND (accepted by the NMPA in October 2020) for a Phase III clinical trial for ATG-010 (selinexor) in combination of bortezomib and low-dose dexamethasone as a second-line treatment for multiple myeloma. The study is expected to start patient enrollment in 1H 2021 Phase II SEARCH Trial (NCT03992339): NDA submission in China as a third-line treatment for DLBCL expected in the last quarter of 2021; we plan to participate in a global trial by Karyopharm to develop ATG-010 (selinexor) in combination with R-GDP as a second-line treatment for DLBCL in the last quarter of 2020

Assets	Drug Category according to the Drug Administration Law of China[1]	Selected Studies Conducted by the Collaboration Partner	In-Licensing Date	Expected Major Milestones and Current Status of Clinical Trials by Antengene***
				Phase II TRUMP Trial (NCT03574402): patient enrollment ongoing Phase Ib TOUCH Trial (NCT04425070): patient enrollment ongoing NDA submission in certain APAC countries or territories, including Australia, South Korea, Singapore and Hong Kong expected in the last quarter of 2020 and Taiwan in the second quarter of 2021[3]
ATG-008 (onatasertib)	Category 1	Phase I/II CC-223-ST-001 Trial	April 5, 2017	Phase II TORCH Trial (NCT03591965): patient enrollment ongoing Phase I/II TORCH-2 Trial (NCT04337463): patient enrollment ongoing Phase II TRUMP Trial (NCT03574402): patient enrollment ongoing Phase II BUNCH Trial (NCT04518137): obtaining approval from ethics committees
ATG-016 (eltanexor)	Category 1	Phase I/II KPT-8602 Trial on R/R MM, mCRC, mCRPC and HR-MDS	May 23, 2018	IND application to the NMPA submitted in August 2020 and pending approval
ATG-527 (verdinexor)	Category 1	Pre-clinical studies on ATG-527 (verdinexor)'s antiviral activities	May 23, 2018	IND application to the NMPA: second quarter of 2021
ATG-019	Category 1	Study on dogs with solid tumors and lymphomas Phase I PANAMA Trial on advanced solid malignancies and NHL	May 23, 2018	Phase I TEACH Trial (NCT04281420): patient enrollment ongoing, and subject to TEACH Trial data, we plan to conduct a Phase I/IIa TEACH-2 Trial

Assets	Drug Category according to the Drug Administration Law of China[1]	Selected Studies Conducted by the Collaboration Partner	In-Licensing Date	Expected Major Milestones and Current Status of Clinical Trials by Antengene***
ATG-017	Category 1	Pre-clinical studies that demonstrated ATG-017's antitumor activities	November 2, 2019	Phase I ERASER Trial (NCT04305249): patient enrollment ongoing
ATG-101	Category 1	not disclosed	June 23, 2020	IND applications in Australia, the U.S. and China in the next 12 to 24 months
ATG-018	Category 1	not disclosed	N/A	IND applications in Australia, the U.S. and China in the next 12 to 24 months
ATG-022	Category 1	not disclosed	N/A	IND applications in Australia, the U.S. and China in the next 12 to 24 months
ATG-012	Category 1	not disclosed	N/A	IND applications in Australia, the U.S. and China in the next 12 to 24 months
ATG-031	Category 1	not disclosed	N/A	IND applications in Australia, the U.S. and China in the next 12 to 36 months
ATG-027	Category 1	not disclosed	N/A	IND applications in Australia, the U.S. and China in the next 12 to 36 months

Notes:

1 *Category 1 refers to therapeutic biological products that have not been marketed anywhere in the world as classified by the Registration Category of Biological Products and the Data Requirements for Declaration* (《生物製品註冊分類及申報資料要求》) issued by NMPA.

2 *ATG-010 (selinexor) is currently registered under Category 1 and Category 2.4 with the CDE. ATG (selinexor)'s registration under Category 1 was completed prior to the FDA's grant of the first accelerated and conditional approval in 2019, and future registrations of ATG-010 (selinexor) with the CDE is expected to be Category 2.4 and 5.1 only.*

3 *NDA approval may be obtained without additional clinical trials.*

For more detailed information of the our clinical trial status, progress and milestones achieved and to be achieved, please see the pipeline chart immediately above and the section headed "Business — Our Pipeline." For information relating to patents filed or owned by the Company, please refer to the section headed "Business — Intellectual Property." We have not filed and do not currently own any patent claiming or covering our Core Products, ATG-010 (selinexor) and ATG-008 (onatasertib).

The majority of our current product candidates were in-licensed and we have devoted significant time and resources in their research and development. We are currently conducting nine clinical trials (including three investigator-initiated trials) for our in-licensed product candidates, including two registrational clinical trials for ATG-010 (selinexor). For the clinical trials that are initiated by us, we assessed clinical needs, formulated the trial designs, discussed the clinical development plan with the relevant authorities, prepared pre-IND meeting materials, submitted IND application and were responsible for obtaining clearance from health authorities. Additionally, our clinical team devoted significant resources to (i) conduct central lab preparation, (ii) streamline kit procurement, (iii) develop and validate PK analysis methodology, (iv) set up an electronic data capturing system, (v) finalize the statistical analysis plan, risk management plan, medical monitoring plan, and data management plan, (vi) conduct site selection, (vii) apply for ethics committee ("EC") and Human Genetics Resources Administration of China (the "HGRAC") approvals and (viii) conduct meetings with principal investigators. Our clinical team has closely managed and supervised the day-to-day execution of these trials, by working with industry-leading CROs and SMOs. For investigator-initiated trials, we would supply medication, participate in the formulation of the trial design and provide clinical support if needed. For in-house discovered drug candidates in general, we have conducted or are in the process of planning or conducting target selection, target validation, lead generation, in vitro testing, lead optimization, in vivo studies, CMC-related work and GLP toxicity studies. We will continue to expand our pipeline via in-licensing/external partnerships as well as ongoing in-house R&D efforts. In the next 12-24 months, we expect multiple data readouts from our ongoing clinical studies with additional assets and indications moving into the registrational stage. We also plan to utilize our in-house R&D capabilities to identify and develop novel drug candidates that are synergistic with our existing pipeline. In the next 12-36 months, we expect to advance six in-house discovered novel assets into the IND stage. In the near-to mid-term, we expect our in-licensed late-stage candidates to serve as our principal revenue driver, while in the long-term we expect to increase revenue contribution from our internally discovered products.

Clinical Stage Drug Candidates

Our SINE portfolio consists of three innovative drug candidates, namely, ATG-010 (selinexor), ATG-016 (eltanexor) and ATG-527 (verdinexor), which we are currently developing for different indications for efficient and optimal resource and pipeline planning. Among these three SINE assets, ATG-010 (selinexor) is one of our Core Products and is currently being evaluated in two Phase II registrational clinical trials in China. ATG-010 (selinexor) was granted conditional accelerated approval by the FDA and has been commercialized in the United States under the brand name XPOVIO® by our licensing partner Karyopharm. ATG-008 (onatasertib) is our other Core Product currently being evaluated in several Phase I/II clinical trials in the APAC region. We are currently conducting multiple trials on our Core Products to explore their potential as mono- and combo treatment in different indications, which we believe would efficiently explore the clinical potential of our Core Products. We believe these and all our other clinical-stage drug candidates have the potential to be first-, and/or best-in-class drugs addressing unmet medical needs in China and other parts of the world.

ATG-010 (selinexor), or XPOVIO® (selinexor). ATG-010 (selinexor), one of our Core Products, is a first-in-class and only-in-class SINE compound that inhibits the nuclear export protein, XPO1, leading to the accumulation of tumor suppressor proteins in the cell nucleus and selective induction of apoptosis in cancer cells. The FDA granted conditional accelerated approval of XPOVIO® (selinexor) for the treatment of R/R MM based on results from Part 2 of the Phase IIb STORM trial and R/R DLBCL based on results from the Phase IIb SADAL trial. The FDA also accepted Karyopharm's supplemental NDA based on results from the confirmatory Phase III BOSTON trial in July 2020 as a treatment for MM patients after at least one prior line of therapy. The approval of XPOVIO® (selinexor) validates XPO1 as a druggable target, and we believe it also validates the wide anti-cancer potential of our XPO1 inhibiting SINE compounds as a class. According to Frost & Sullivan, there were 101.9 thousand MM patients in China in 2019, which is estimated to increase at a CAGR of 10.4% to reach 167.2 thousand in 2024, representing an estimated market size of RMB14.7 billion in the same year. The DLBCL market in China is also expected to increase steadily. There were 199.1 thousand DLBCL patients in China in 2019, which is estimated to increase at a CAGR of 4.7% to reach 250.5 thousand in 2024, representing an estimated market size of RMB18.6 billion in 2024.

ATG-010 (selinexor) has demonstrated compelling efficacy and a well-defined safety profile manageable by dose modification, both as a single agent and in combination with standard of care. ATG-010 (selinexor) is the first and only FDA-approved drug for use in both R/R MM and R/R DLBCL and the only single-agent, oral therapy approved by the FDA to treat R/R DLBCL. It has also recently been recommended by NCCN guidelines for MM patients who have received at least four therapies and are refractory to at least two proteasome inhibitors, at least two immunomodulatory imide drugs (IMiDs) and an anti-CD38 mAb; and refractory DLBCL patients who have received at least two lines of systemic therapies (including those with disease progression after stem cell transplant or CAR-T therapy). ATG-010 is orally available with low dosing frequency, which offers convenient drug administration benefits compared to existing therapies and greatly improves treatment adherence. We believe that this unique feature is especially valuable for the treatment of MM and DLBCL because it allows patients to stay on treatment continuously as their survival is prolonged. Therefore, we believe ATG-010 (selinexor) is well positioned to disrupt the existing treatment paradigm of R/R MM and R/R DLBCL in China and other APAC markets.

In addition to R/R MM and R/R DLBCL, positive research and data highlight the anti-cancer potential of ATG-010 (selinexor) for a wide range of cancer types, including both solid tumors and hematological malignancies. Late-stage clinical trials are ongoing by Karyopharm for multiple indications, including liposarcoma, recurrent glioblastoma and endometrial cancer. Complementary to these indications, we have initiated Phase Ib trials for R/R peripheral T-cell and NK/T-cell lymphoma in China in combination with ifosfamide, carboplatin, and etoposide (ICE)/gemcitabine and oxaliplatin (GEMOX). Several investigator-initiated trials are ongoing and planned to explore additional indications such as KRAS-mutant NSCLC. According to Frost & Sullivan, there were 761.0 thousand newly diagnosed NSCLC patients in China in 2019, which is expected to increase at a CAGR of 3.0% to 884.3 thousand in 2024, representing an estimated market size of RMB96.4 billion in 2024.

We are developing ATG-010 (selinexor) as a first-in-class treatment for various cancer indications in China and other APAC countries or territories. We are conducting two registrational Phase II clinical trials of ATG-010 (selinexor) in China for R/R MM and R/R DLBCL, respectively. In addition, we are conducting a Phase Ib clinical study for the treatment of R/R T-cell lymphoma and NK/T-cell lymphoma in China, and there is an ongoing Phase II investigator initiated trial for the treatment of patients with KRAS-mutant NSCLC in China. We plan to submit the NDAs for both R/R MM and R/R DLBCL in China and leverage the data from the clinical trials carried out by Karyopharm to submit the NDA for ATG-010 (selinexor) by 2021 directly in certain APAC countries or territories where NDA approval may be obtained without additional clinical trials, including Australia, Singapore, Hong Kong, South Korea, Taiwan and Thailand.

ATG-016 (eltanexor). As a next-generation SINE compound that has shown initial signs of a broader therapeutic window, ATG-016 (eltanexor) could potentially enable higher dosing frequency and an extended period of exposure at higher levels. As a result, ATG-016 (eltanexor) may be used to target a wider range of indications. Given the encouraging efficacy and manageable safety profile demonstrated in the ongoing Phase I/II trial conducted by Karyopharm, we plan to conduct a Phase I/II clinical study for MDS as a fast-to-market strategy in China. Since there is no effective treatment option after hypomethylating agents, there are significant unmet medical needs for MDS patients. According to Frost & Sullivan, there were 22.1 thousand newly diagnosed MDS patients in China in 2019, which is expected to increase at a CAGR of 1.3% to 23.6 thousand in 2024, representing an estimated market size of RMB3.6 billion in 2024.

We plan to conduct an open-label, single-arm Phase I/II clinical trial in China in approximately 60 patients with HR-MDS after the failure of HMAs-based therapy (the HATCH trial) to investigate the efficacy, safety and pharmacokinetics of ATG-016 (eltanexor) monotherapy. The endpoints for the dose escalation phase (Phase I) include RP2D, and the endpoints for the dose expansion phase (Phase II) include efficacy measurements such as ORR, DoR, progression-free survival (PFS), OS, TTP. We have submitted the IND application to the NMPA in August 2020 and expect to dose the first patient in the first half of 2021 upon IND approval.

We plan to further develop ATG-016 (eltanexor) for more prevalent indications in the APAC region such as KRAS-mutant solid tumors and virus infection related malignancies such as nasopharyngeal carcinoma. According to Frost & Sullivan, there were 524.9 thousand newly diagnosed KRAS-mutant solid tumor patients in China in 2019, which is expected to increase at a CAGR of 2.6% to 595.6 thousand in 2024. In addition, according to Frost & Sullivan, there were 61.5 thousand patients with nasopharyngeal carcinoma in China in 2019, which is expected to increase at a CAGR of 1.4% to 65.9 thousand in 2024.

ATG-527 (verdinexor). As the third SINE asset in our pipeline, we have adopted a distinct development strategy for ATG-527 (verdinexor) to further unlock SINEs' therapeutic potential beyond oncology. Specifically, we plan to develop it as an anti-inflammatory and anti-viral agent to treat systemic lupus erythematosus (SLE) and CAEBV infection. Both developmental paths are complementary to clinical studies conducted by Karyopharm. Due to a lack of treatment innovation for years and the large patient population size, the SLE market represents a significant opportunity. According to Frost & Sullivan, there were 1.03 million SLE patients in China representing an estimated market size of RMB1.6 billion in 2019. Similarly, EBV infection is life-threatening in both acute and chronic settings. Yet there has been no satisfactory treatment for EBV infection, especially for CAEBV infection, indicating a substantial market opportunity.

We plan to conduct an open-label, single-arm Phase I/II clinical trial in China to investigate the safety, PK and preliminary efficacy of ATG-527 (verdinexor) monotherapy in approximately 60 patients with CAEBV infection. We anticipate to submit the IND application for this study in the last quarter of 2020. In addition, depending on the results of the clinical trial, we may seek expansion of the indication for ATG-527 (verdinexor) by conducting a clinical trial in China for the treatment of SLE in approximately 40 patients.

ATG-008 (onatasertib). ATG-008 (onatasertib), one of our Core Products, is a second-generation mTOR inhibitor with first-in-class potential that is orally available and targets both mTORC1 and mTORC2. According to Frost & Sullivan, there are significant opportunities in Asia for an mTORC1/2 inhibitor given the high incidence rate of liver, lung and gastric cancers, with an addressable patient population of over 1.8 million in 2019. Frost & Sullivan estimates the China market size for mTORC1/2 inhibitors to be at RMB5.8 billion in 2030. Third-party pre-clinical studies have demonstrated improved efficacy of ATG-008 (onatasertib) in inhibiting the mTOR pathway, as compared to conventional mTOR Complex 1 (mTORC1) inhibitors such as everolimus and sirolimus. Being a dual mTORC1/2 inhibitor, ATG-008 (onatasertib) has the potential to overcome the drawbacks of conventional mTORC1 inhibitors such as the feedback activation of pro-cancerous signaling (i.e., AKT and MAPK/ERK). We are currently developing ATG-008 (onatasertib) both as a monotherapy and in combination with an immune checkpoint inhibitor TUOYI® (toripalimab) for advanced solid tumors, including HCC and NFE2L2-mutant NSCLC. In addition, ATG-008 (onatasertib) has combination potential with SINE compounds as studies have shown the simultaneous inhibition of XPO1 and mTOR signaling enhances anti-cancer effects. We plan to conduct a Phase I/II clinical trial of ATG-010 (selinexor) in combination with ATG-008 (onatasertib) in China for R/R DLBCL. ATG-008 (onatasertib) could also be potentially combined with ATG-017, an ERK1/2 inhibitor, to achieve a better anti-cancer effect by the simultaneous inhibition of MAPK/ERK and PI3K/AKT/mTOR pathways to overcome the drug resistance observed with traditional mTORC1 inhibitors.

We are currently conducting three Phase I/II clinical trials on ATG-008 (onatasertib) to assess, among others, the safety and efficacy of ATG-008 (onatasertib) as a mono- or combination therapy for HBV+ HCC and various solid tumors carrying certain genetic alternation. In addition, we have obtained the IND approval from the NMPA in July 2020 for a Phase II basket trial to assess ATG-008 (onatasertib) in various biomarker-driven solid tumors. We plan to start patient enrollment in the fourth quarter of 2020.

We expect to expand our clinical efforts and assess ATG-008 (onatasertib) with additional indications. We plan to conduct a Phase II clinical trial in China in two cohorts, each with 8 to 12 patients with sporadic or TSC-associated Lymphangioleiomyomatosis (LAM) (the LAUNCH trial). The primary endpoints of this planned trial are change of forced expiratory volume in one second (FEV1) and safety and tolerability of ATG-008 (onatasertib) at months 6 and 12. We also plan to conduct a Phase I/II clinical trial of a combined therapy of ATG-008 (onatasertib) and ATG-010 (selinexor) in patients with R/R DLBCL.

ATG-019. ATG-019 is a potentially first-in-class oral dual PAK4/NAMPT inhibitor for the treatment of NHL and advanced solid tumors. According to Frost & Sullivan, there were 90.3 thousand NHL patients in China with a RMB9.3 billion market size in 2019. ATG-019 also has the potential to be combined with anti-PD-1 therapies to treat anti-PD-1 resistant cancers and with ATG-017 to target the PAK4/MEK/ERK/MMP pathway and overcome the NAMPT-induced proliferation through ERK1/2. We are conducting a Phase I clinical trial (TEACH) of ATG-019 in Taiwan in patients with NHL and advanced solid tumors and are planning to conduct clinical trials exploring its combination potential.

Subject to the TEACH trial data, we expect to expand our clinical efforts on ATG-019 to Mainland China and assess additional indications. In particular, we plan to conduct a Phase I/IIa clinical trial in approximately 40 patients with solid tumors (the TEACH-2 trial) to assess ATG-019 in combination with anti-PD-1 therapies. In preclinical mouse models, ATG-019 in combination with anti-PD-1 therapies showed improved antitumor efficacy over anti-PD-1 monotherapy, indicating the potential of the combined therapy to treat anti-PD-1 resistant patients.

ATG-017. ATG-017 is an oral potent and selective ERK1/2 inhibitor with best-in-class potential for the treatment of various solid tumors and hematological malignancies driven by dysfunctional RAS-MAPK pathway. Compared to other ERK1/2 candidates in development, ATG-017 is more potent and has dual inhibition of catalysis (IoC) as well as prevention of action (PoA) activity with slow off-rate kinetics. According to Frost & Sullivan, there was a 4.7 million addressable patient population of RAS/RAF-mutant cancers on a global basis in 2019. ATG-017 also has the potential to be combined with our SINE compounds, ATG-008 (onatasertib) and ATG-019 to overcome the drug-mediated ERK1/2 activation. For ATG-017, we are conducting a multi-center, open-label Phase I study in Australia as a monotherapy in patients with solid tumors or hematological malignancies carrying certain gene mutations. We plan to conduct trials for these combinations in the near future.

We are conducting a Phase I ERASER clinical trial for the treatment of advanced solid tumors and hematological malignancies in Australia. Subject to the data from the ERASER trial, we plan to conduct expansion trials in identified cancer types to further evaluate its monotherapy activity in Australia, the United States and China. Other than the ERASER trial, we plan to explore the combination of ATG-017 with ATG-012, ATG-008 (onatasertib), MEK inhibitors and immune checkpoint modulators, including ATG-101.

Pre-Clinical Drug Candidates

Leveraging our strong R&D capabilities, we are also internally developing six pre-clinical stage assets, which focus on novel targets or MoAs and hence have first-in-class potential to address significant unmet medical needs. More importantly, these assets target the key oncogenic pathways and are highly synergistic to our pipeline assets. Below is a selective list of our pre-clinical stage drug candidates, for which we plan to submit the IND applications in Australia, the U.S. and China in the next 12 to 24 months:

ATG-101. ATG-101 is a novel, PD-L1/CD137 (4-1BB) bi-specific antibody being developed for the treatment of hematological malignancies and solid tumors. Pre-clinical research showed that the therapeutic efficacy of ATG-101 was superior to that of the combination of PD-L1 and CD-137 antibodies, which may be attributable to ATG-101's ability to simultaneously bind tumor cells and T cells, leading to a potent tumor-localized T cell activation. Since ATG-101's in-licensing in 2020, we have completed mixed lymphocyte reaction assays, ADCC/CDC assay and affinity assay, and confirmed that the activation of PBMC by ATG-101 is PD-L1 dependent. We are also carrying out CMC-related work and additional in vivo pharmacology, GLP toxicity and translational studies on ATG-101.

ATG-018. ATG-018 is a small molecule inhibitor targeting ataxia telangiectasia and Rad3 related (ATR) kinase being developed for the treatment of hematological malignancies and solid tumors. Since we completed target selection, we have completed the hit generation, lead selection, enzyme activity and in vitro efficacy studies, compound profiling and we are currently conducting in vivo studies on ATG-018.

ATG-022. ATG-022 is a humanized IgG1 monoclonal antibody against human Claudin 18.2 (CLDN18.2) antigen being developed for the treatment of solid tumors. Due to its unique MoA, we believe that ATG-022 has a strong combination potential with our other pipeline assets. By virtue of the high tumor specificity of CLDN18.2, ATG-022 may also serve as the tumor recognition arm of bispecific antibodies. Since we decided on the target, we have completed the antibody discovery, hit generation, in vitro and in vivo testing. We are currently conducting humanization for ATG-022.

ATG-012. ATG-012 is a KRAS G12C inhibitor against KRAS oncoprotein being developed for the treatment of solid tumors. Due to its unique MoA, it has the potential to be combined with many other therapies, including many of our own pipeline assets. Since we selected the target, we have completed target assay validation, and we are currently in the lead optimization phase for ATG-012.

OUR STRENGTHS

- Combinatory and complementary approach in drug discovery and development empowered by strong execution capabilities
- First-in-class and only-in-class SINE compound with significant near-term commercialization opportunities in the APAC region
- Multiple SINE drug candidates with differentiated profiles and blockbuster potential
- Robust pipeline of novel assets with first-in-class and/or best-in-class and combinatory potential
- Experienced management team, a high-quality pool of talent, distinguished board members and global blue-chip investors

OUR STRATEGIES

- Advance the development and commercialization of ATG-010 (selinexor) in China and other APAC markets
- Advance the development of our SINE portfolio and other pipeline assets
- Continue to execute our multi-source model to build a broad and deep innovative portfolio
- Continue to develop manufacturing and commercialization capabilities
- Further strengthen a pan-APAC biotech franchise and expand our global presence

RESEARCH AND DEVELOPMENT

We believe that R&D is key to driving our therapeutics strategy and maintaining our competitiveness in the biopharmaceutical industry. We are dedicated to enhancing our hematology- and oncology-focused portfolio by leveraging our world-class in-house R&D capabilities, which span from drug discovery to clinical development.

Our R&D team members have extensive clinical development experience, including a proven track record in the development of drugs for the treatment of different types of lymphoma, leukemia and MM. Our R&D team is led by Jay Mei, M.D., Ph.D., our founder, Chairman and CEO. Prior to founding us, Dr. Mei was a clinical research and development executive at Celgene. Our R&D team possesses in-depth expertise in multiple disease areas, with a particular focus on oncology. Among our R&D team members, approximately 90% have obtained a post-graduate degree, and a majority of them have substantial R&D experience at

multinational companies before joining us. As of the Latest Practicable Date, we had 53 members in our R&D team, and we plan to expand the R&D team to over 100 members by 2023. We opened our drug discovery center in Zhangjiang High-tech Park of Shanghai in October 2020, and it is expected to be staffed by more than 30 scientists focusing on research in the future.

We promote company-wide cross-function collaboration to identify and mitigate inherent risks early in the development of first-in-class, only-in-class and best-in-class therapies. For example, in implementing such approach, our senior R&D members serve across different functional teams, and our medical team will be involved from the project inception and throughout the pre-clinical development of our discovery projects. This enables our team to be familiar with the assets at an early stage so that they can formulate development ideas early on and provide feedback to the drug discovery team.

In addition, to empower our R&D team, achieve a lean operation and optimize the effectiveness and efficiency in developing our innovative pipeline assets, we use a distributed drug development model by creating core development strategies in-house while selecting and delegating non-core tasks to the most suitable partners where we closely supervise and manage them to optimize the effectiveness and efficiency of our drug development efforts, and we expand our industry collaboration network by not only partnering with leading CROs, CDMOs and medical centers but also with academic institutions and other biotech companies with novel technology platforms. See "Business — Collaboration with CROs."

For the years ended December 31, 2018 and 2019 and the six months ended June 30, 2020, our R&D expenses were RMB115.8 million, RMB115.8 million and RMB169.9 million, respectively.

LICENSE AGREEMENTS

As of the Latest Practicable Date, all of our license partners are Independent Third Parties. We discuss and negotiate each license and/or collaboration arrangement on a case-by-case basis; therefore, the terms under each arrangement are customized and are on an arm's length basis. However, based on our understanding of the industry, and as advised by Frost & Sullivan, we also believe the overall arrangement under our collaboration agreements is consistent with general industry norms for similar kinds of products. As part of the global collaboration with our license partners, when applicable, we may participate in our license partners' global clinical studies by joining in the clinical studies with us taking the operational lead by conducting the screening, enrollment and treatment of patients and coordinating development, registration and commercialization in China and other specified territories where we have exclusive development and commercialization rights. As of the Latest Practicable Date, we have not received any monetary sponsorship from our collaboration partners in relation to our research and development efforts. Under the relevant licensing agreements and subject to conditions and terms specified therein, we are required to pay milestones and

royalties related to the development and commercialization of certain of our product candidates which may increase R&D and selling expenses. Please see "Business" for detailed discussion on our products and late-stage clinical drug candidates and collaboration with our business partners.

Collaboration with Karyopharm

On May 23, 2018, we entered into a license agreement with Karyopharm Therapeutics Inc. ("**Karyopharm**") as amended on May 1, 2020 (the "**Karyopharm Agreement**") concerning the exclusive right to develop and commercialize selinexor (ATG-010), eltanexor (ATG-016), KPT-9274 (ATG-019) and verdinexor (ATG-527) (the "Karyopharm Licensed Products") in China, Taiwan, Hong Kong, Macao, South Korea, Brunei, Cambodia, Indonesia, Laos, Malaysia, Myanmar, the Philippines, Singapore, Thailand, Vietnam, Australia and New Zealand (collectively, the "Antengene Territory under the Karyopharm Agreement") in certain fields and, subject to our election, the non-exclusive right to manufacture the Karyopharm Licensed Products for the aforementioned purposes.

Pursuant to the Karyopharm Agreement, Karyopharm granted us an exclusive (even as to Karyopharm and its affiliates), royalty-bearing, transferable, sublicensable license under specified Karyopharm patent rights, including any joint patent rights, and know-how, including any joint know-how, to develop, use and commercialize, including to market, promote, distribute, import, export, offer to sell and sell the Karyopharm Licensed Products in the Antengene Territory under the Karyopharm Agreement in certain fields, and subject to an election by us, a non-exclusive, royalty-free, nontransferable, sublicenseable license under the specified Karyopharm patent rights and know-how to manufacture or have manufactured the Karyopharm Licensed Products in any country solely for development and commercialization within such Antengene Territory under the Karyopharm Agreement. If we decide not to manufacture the Karyopharm Licensed Products, then we may purchase the Karyopharm Licensed Products from Karyopharm under the Karyopharm Agreement subject to the entrance of a mutually acceptable commercial supply agreement. In addition, pursuant to the Karyopharm Agreement and to avoid conflict between our intellectual property rights with the development, manufacturing or commercialization of the Karyopharm Licensed Products by Karyopharm outside the Antengene Territory under the Karyopharm Agreement, we grant Karyopharm a license under our related technology to develop, manufacture, have manufactured, use and commercialize the Karyopharm Licensed Products outside the Antengene Territory under the Karyopharm Agreement. Such license to Karyopharm is non-exclusive with respect to certain of our patent rights and know-how and exclusive with respect to certain of our patent rights and know-how generated or acquired both in connection with the development, manufacturing or commercialization of the Karyopharm Licensed Products under the Karyopharm Agreement.

In consideration of granting us such license under the Karyopharm Agreement, Karyopharm received a one-time upfront payment of US$12 million and another one-time upfront payment of US$12 million for agreement amendment from us. Karyopharm is eligible to receive up to an additional aggregate amount of US$158 million milestone payments in cash. Karyopharm is also eligible to receive tiered single-to double-digit royalties based on net sales of the Karyopharm Licensed Products in the Antengene Territory under the Karyopharm Agreement. Such royalties may be subject to a reduction pursuant to the terms and conditions set forth in the Karyopharm Agreement.

There is currently an ongoing securities litigation against Karyopharm in relation to its public disclosure on, among other things, study results of selinexor from the STORM trial. For more details about the licensing arrangement and the securities litigation, please refer to "Business — Collaboration and Licensing Arrangements — Collaboration with Karyopharm" and "Risk Factors — Risks Relating to Our Business — Risks Relating to Our Reliance on Third Parties — Securities litigation or other litigation against our collaboration partners could cause substantial damages to them and may impact our collaboration."

Collaboration with Celgene

On April 5, 2017, our predecessor and now one of our subsidiaries, Antengene Zhejiang entered into a license agreement with Celgene Corporation as amended and restated on June 7, 2017 and as further amended on September 25, 2018 (the "Celgene Agreement") concerning the exclusive right to develop and commercialize CC-223 (ATG-008) (now known as onatasertib) (the "Celgene Licensed Product") in mainland China, Hong Kong, Taiwan, Macao, South Korea, Singapore, Malaysia, Indonesia, Vietnam, Laos, Cambodia, Mongolia, the Philippines and Thailand (collectively, the "Antengene Territory under the Celgene Agreement"), for therapeutic (either as monotherapy or in combination with other therapies) and prophylactic uses in oncology in humans, but in all cases excluding any use in combination with, or for the production of, Chimeric Antigen Receptor (CAR)-T cells (the "Celgene Licensed Field"), and the non-exclusive right to manufacture the Celgene Licensed Product for the aforementioned purposes.

Pursuant to the Celgene Agreement, Celgene granted us an exclusive, royalty-bearing, sublicenseable license under specified Celgene patent rights and know-how to develop, use, offer for sale and sell the Celgene Licensed Product for the Celgene Licensed Field in the Antengene Territory under the Celgene Agreement, and a royalty-bearing, non-exclusive, sublicensable license to manufacture or have manufactured utilizing a CDMO approved by Celgene the Celgene Licensed Product for the Celgene Licensed Field for development and sale in the Antengene Territory under the Celgene Agreement. In addition, pursuant to the Celgene Agreement, we granted to Celgene an exclusive, fully paid-up, irrevocable, perpetual, sublicensable, worldwide license under our patents and know-how related to the development, manufacture and commercialization of the Celgene Licensed Product to research, develop, make, have made, import, use, offer for sale and sell Celgene Licensed Product anywhere in the world, excluding the sale of Celgene Licensed Product in the Antengene Territory under the Celgene Agreement, and to manufacture the Celgene Licensed Product anywhere in the world,

including the Antengene Territory under the Celgene Agreement. Further, we are prohibited under the Celgene Agreement from researching, developing, manufacturing or commercializing any mTOR inhibitor other than the Celgene Licensed Product or from collaborating with, enabling, authorizing or otherwise granting any license, sublicense or rights to any third party to do the same.

In consideration for granting us such license under the Celgene Agreement, Celgene received a US$270,000 upfront payment, approximately US$170,000 of which was used as a capital contribution payment in exchange for 10% of our outstanding equity interests on a fully-diluted basis at the time of the Celgene Agreement. In addition, we will be obligated to pay Celgene royalties on total aggregate net sales generated by the Licensed Product in an amount equal to a low teens percentage of the portion that exceeds US$20 million. Celgene will retain all rights to onatasertib (ATG-008) in the rest of the world. Such royalties are subject to a reduction pursuant to the terms and conditions set forth in the Celgene Agreement.

For more details about the licensing arrangement, please refer to "Business — Collaboration and Licensing Arrangements — Collaboration with Celgene."

Collaboration with AstraZeneca

On November 2, 2019, we entered into a license agreement (the "AstraZeneca Agreement") with AstraZeneca AB ("AstraZeneca") wherein AstraZeneca granted us an exclusive (even as to AstraZeneca and its affiliates), sublicenseable, worldwide license under specified AstraZeneca patent rights, know-how and regulatory documentation to manufacture, develop and commercialize certain ERK1/2 inhibitor compounds, including AZD0364 (ATG-017) (the "AstraZeneca Licensed Product") for all therapeutic, prophylactic, palliative and diagnostic uses in humans and animals. In consideration of granting us such license under the AstraZeneca Agreement, AstraZeneca is eligible to receive up to an aggregate amount of US$294 million in upfront and milestone payments. The milestone payments will become payable if certain future pre-specified development, regulatory and commercial milestones are achieved by us. AstraZeneca is also eligible to receive tiered single- to double-digit royalties based on future net sales of the AstraZeneca Licensed Product in China and the rest of the world. Such royalties may be subject to a reduction with respect to net sales on a country-by-country basis if events such as a generic version(s) of the AstraZeneca Licensed Product is made available occur in a given country.

Under the AstraZeneca Agreement, we will be responsible for the development and commercialization of the AstraZeneca Licensed Product. We must use commercially reasonable efforts to develop, obtain regulatory approval and commercialize the AstraZeneca Licensed Product, and we are responsible for all costs and expenses incurred by us or on behalf of us associated with such activities.

For more details about the licensing arrangement, please refer to "Business — Collaboration and Licensing Arrangements — Collaboration with AstraZeneca."

Collaboration with Origincell

On June 12, 2020, we entered into a license agreement (the "Origincell Agreement") with Shanghai Origincell Medical Technology Co., Ltd. (now known as Origincell Therapeutics Co., Ltd., "Origincell") which became effective on June 23, 2020, wherein Origincell granted us (a) an exclusive (even as to Origincell and its affiliates), sublicenseable, worldwide license under specified Origincell patent rights, know-how and regulatory documentation to develop, manufacture and commercialize certain anti-PD-L1/4-1BB bispecific antibody, known as YN-051 (ATG-101) (the "Origincell Licensed Product") and (b) a non-exclusive, sublicenseable, worldwide license under specified Origincell patent rights, know-how and regulatory documentation to develop, manufacture and commercialize any bi-specific or multi-specific antibody that is derived from YN-035 (anti-PD-L1 monoclonal antibody) or YN-006 (anti-4-1BB monoclonal antibody), that binds specifically to PD-L1 or 4-1BB and is not a Origincell Licensed Product (the "Origincell Derived Products"), for all therapeutic, prophylactic, palliative and diagnostic uses in humans and animals. In consideration of granting us such licenses under the Origincell Agreement, Origincell is eligible to receive an aggregate amount of US$2.5 million staged upfront payments and up to US$140 million milestone payments for the Origincell Licensed Product and up to US$0.5 million milestone payments for each of the Origincell Derived Products.

The milestone payments will become payable if certain future pre-specified development, regulatory and commercial milestones are achieved by us. Origincell is also eligible to receive tiered single-digit royalties based on future annual net sales of the Origincell Licensed Product worldwide. Such royalties may be subject to a reduction with respect to net sales on a country-by-country or region-by-region basis if events such as a generic version(s) of the Origincell Licensed Product being made available occur in a given country or region.

Under the Origincell Agreement, we will be responsible for the development and commercialization of the Origincell Licensed Product. We must use commercially reasonable efforts to develop, obtain regulatory approval and commercialize the Origincell Licensed Product, and we are responsible for all costs and expenses incurred by us or on behalf of us associated with such activities. Unless separately agreed, if we cannot develop at least one Origincell Licensed Product into pharmaceutical chemistry, manufacturing and controls stage within 12 months from the Origincell Agreement effective date, Origincell has right to terminate the Origincell Agreement by written notice to us.

For more details about the licensing arrangement, please refer to "Business — Collaboration and Licensing Arrangements — Collaboration with Origincell."

COMMERCIALIZATION

Our management team has extensive experience in the commercialization of oncology drugs in the APAC region and led by them, we have assembled an experienced commercial team to ensure the successful commercialization of our drug candidates upon approval. As of the Latest Practicable Date, we had established a commercial team led by Lixin Yu, our director of sales and marketing, in China and by Thomas Karalis for the other APAC markets, with strategic oversight by John Chin for all markets. As we are at the inflection point of the launch and commercialization of ATG-010 (selinexor), we plan to expand our commercial team to support its initial launch upon receiving approval from the NMPA and other regulatory authorities in our target APAC markets. We expect to expand our commercialization capabilities in phases, where we have already set up a leadership team for the commercial launch of ATG-010 (selinexor) for the R/R MM indication, and we expect to start with a team of around 100 full-time sales representatives for the first one to two years after launch in China and expand it further to around 150 to 200 full-time sales representatives if ATG-010 (selinexor) is included in the national reimbursement drug list (NRDL) in China. For the other APAC markets, we plan to have a commercial team of around 50 people in 2021 in preparation for the potential launch of ATG-010 (selinexor). As additional indications or products, such as ATG-010 (selinexor) for R/R DLBCL in China, are approved and subsequently launched from our pipeline, we expect to continue to expand our commercial team.

As of the Latest Practicable Date, none of our assets was at the commercialization stage.

SUPPLIERS

During the Track Record Period, our suppliers primarily consisted of (i) licensors from which we obtained intellectual property rights in respect of our in-licensed drug candidates and (ii) CROs and CDMOs, who provide third-party contracting services for research and development. We select our suppliers by considering their product quality, industry reputation and compliance with relevant regulations and industry standards. During the Track Record Period, we have not procured raw materials or equipment for commercial manufacturing as none of our drug candidates had received marketing approvals.

OUR MAJOR SHAREHOLDERS

Immediately following completion of the Capitalization Issue and the Global Offering (assuming the Over-allotment Option is not exercised), Dr. Mei will hold 175,927,994 Shares, representing approximately 26.33% of the issued share capital of our Company, through his interests in the JAY MEI 2020 GRAT, AM & Beyond Trust, Horsham Angel and Meiland. Accordingly, Dr. Mei will be our single largest Shareholder immediately after the Listing. For further details, please see the section headed "Relationship with Our Largest Shareholder" in this prospectus.

Our other major Shareholders include Celgene, Qiming Venture Partners, Boyu Capital and FountainVest Partners.

OUR PRE-IPO INVESTORS

Since the establishment of our Company, we have entered into several rounds of financing agreements with our Pre-IPO Investors, including Fidelity, BlackRock, GIC, Hillhouse, Boyu Capital, FountainVest Partners and Qiming Venture Partners. Our broad and diverse base of Pre-IPO Investors consist of Sophisticated Investors focusing on the biopharmaceutical and/or broader healthcare industry and strategic investors, including Celgene, WuXi AppTec and Tigermed. For further details, please see the section headed "History, Reorganization and Corporate Structure — Pre-IPO Investments" in this prospectus.

SUMMARY OF KEY FINANCIAL INFORMATION

This summary historical data of financial information set forth below has been derived from, and should be read in conjunction with, our consolidated financial statements, including the accompanying notes, set forth in the Accountants' Report set out in Appendix I to this prospectus, as well as the information set forth in "Financial Information" of this prospectus. Our financial information was prepared in accordance with IFRSs.

Summary Data from Consolidated Statements of Profit or Loss

We currently have no product approved for commercial sale and have not generated any revenue from product sales. We have incurred operating losses in each year since inception. Our loss and total comprehensive loss were RMB146.0 million, RMB323.8 million, RMB106.8 million and RMB537.7 million for the years ended December 31, 2018 and 2019 and the six months ended June 30, 2019 and 2020, respectively. Substantially all of our losses resulted from research and development expenses, administrative expenses and changes in fair value of convertible redeemable preferred shares. The fair value loss on convertible redeemable preferred shares, which is mainly associated with the changes in our Company's valuation, was nil, RMB214.5 million, RMB93.5 million and RMB317.4 million for the years ended December 31, 2018 and 2019 and for the six months ended June 30, 2019 and 2020. While the fair value loss on convertible redeemable preferred shares has adversely impacted our financial position during the Track Record Period and up to the date of this prospectus, the convertible redeemable preferred shares will be automatically converted into Shares upon Listing, after which we do not expect to recognize any further loss or gain on fair value changes from the convertible redeemable preferred shares. For more information, please see Note 20 on convertible redeemable preferred shares in the Accountants' Report set out in Appendix I to this prospectus.

We expect to incur significant expenses and operating losses for at least the next several years as we further our pre-clinical and clinical research and development efforts, continue the clinical development of, and seek regulatory approval for, our drug candidates, launch commercialization of our pipeline products, and add personnel necessary to operate our business. Subsequent to the Listing we expect to incur costs associated with operating as a public company. We expect that our financial performance will fluctuate from period to period due to the development status of our drug candidates, regulatory approval timeline and commercialization of our drug candidates after approval.

The table below sets forth our consolidated statements of profit or loss for the periods indicated derived from our consolidated statements of profit or loss set out in the Accountants' Report included in Appendix I to this prospectus:

	Year Ended December 31,		Six Months Ended June 30,	
	2018	**2019**	**2019**	**2020**
		(RMB in thousands)		
			(unaudited)	
Other income and gains	9,464	52,946	26,868	19,366
Research and development costs	(115,768)	(115,792)	(19,020)	(169,888)
Administrative expenses	(24,275)	(39,349)	(14,756)	(68,681)
Selling and distribution expenses	(370)	(24)	(24)	–
Other expenses	(3,843)	(220,732)	(99,314)	(318,096)
Finance costs	(11,160)	(836)	(596)	(448)
Loss before tax	(145,952)	(323,787)	(106,842)	(537,747)
Income tax expenses	–	–	–	–
Loss and total comprehensive loss for the year/period	(145,952)	(323,787)	(106,842)	(537,747)

Summary Data from Consolidated Statements of Financial Position

The table below sets forth selected information from our consolidated statements of financial position as of the dates indicated, which have been derived from the Accountants' Report set out in Appendix I to this prospectus:

	As of December 31,		As of June 30,
	2018	2019	2020
	(RMB in thousands)		
Total non-current assets	3,284	4,180	14,621
Total current assets	77,130	755,603	632,287
Total assets	80,414	759,783	646,908
Total current liabilities	68,744	44,941	64,897
Net current assets	8,386	710,662	567,390
Total non-current liabilities	170,272	1,272,453	1,595,140
Total liabilities	239,016	1,317,394	1,660,037
Net liabilities	(158,602)	(557,611)	(1,013,129)
Equity:			
Share capital	–	72	78
Reserves	(158,602)	(557,683)	(1,013,207)
Total equity	(158,602)	(557,611)	(1,013,129)

Our net current assets increased significantly from RMB8.4 million as of December 31, 2018 to RMB710.7 million as of December 31, 2019, primarily due to the receipt of the funds we raised from the series B financing partially offset by repayment of interest-bearing bank and other borrowings. Our net current assets decreased by 20.2% from RMB710.7 million as of December 31, 2019 to RMB567.4 million as of June 30, 2020, primarily due to the payment of employment expenses, the RMB82.9 million amendment fee payment under the Karyopharm Agreement and the payment of clinical related fees to CROs and CDMOs. Our net current assets increased significantly from RMB567.4 million as of June 30, 2020 to RMB932.0 million as of September 30, 2020, primarily due to the receipt of the funds we raised from the series C financing partially offset by the repurchase of ordinary shares in connection with the series C financing and payment of our operating expenses.

As of December 31, 2018 and 2019 and June 30, 2020, we had equity deficiency of RMB158.6 million, RMB557.6 million and RMB1,013.1 million. The increases during the Track Record Period was primarily attributable to the issuance of the series A and series B convertible redeemable preferred shares. The convertible redeemable Preferred Shares will automatically convert into Shares upon the Listing and thereby we will have a net asset position rather than a net liability position, at which time we expect to record them as equity

and do not expect to recognize any further loss or gain on our consolidated statements of profit or loss. For risks relating to the fair value changes in our convertible redeemable preferred shares, please refer to the section headed "Risk Factors – risks relating to our financial position and need for additional capital – Our results of operations, financial condition and prospects may be adversely affected by fair value changes in our convertible redeemable preferred shares" in this prospectus. We plan to improve our financial position through commercializing our drug candidates upon approvals in multiple APAC markets. For more details, please refer to the section headed "Use of Proceeds" in this prospectus.

Summary Data from Consolidated Cash Flow Statements

Our primary uses of cash are to fund the development of our drug candidates, our clinical trials, our payment for the in-licensing fees, construction of research and manufacturing facilities and for the purchase of equipment, administrative expenses and other recurring expenses. Our net cash used in operating activities was RMB113.1 million, RMB121.5 million, RMB32.9 million and RMB139.0 million in 2018 and 2019, and the six month periods ended June 30, 2019 and 2020, respectively, primarily due to the significant research and development expenses and administrative expenses we incurred during the Track Record Period without generating any revenue from sales of our drug candidates. Our operating cash flow will continue to be affected by our research and development and administrative expenses. During the Track Record Period and up to the Latest Practicable Date, we primarily funded our working capital requirements through proceeds from private equity financing. Our management closely monitors uses of cash and cash balances and has maintained a healthy liquidity for our operations and as our business develops and expands, we expect to generate more cash flow from our operating activities, through launching and commercializing our products upon approval and enhancing our operating efficiency.

Our Directors are of the opinion that, taking into account the financial resources available to our Group, including cash and bank balances and the estimated net proceeds from the Listing, we have sufficient working capital to cover at least 125% of our costs, including research and development costs, selling and distribution expenses, and administrative expenses for at least the next 12 months from the expected date of this prospectus. Even without taking into account the estimated net proceeds from the Listing, by taking into account of our cash and cash equivalents and time deposits of RMB957.7 million as of September 30, 2020 and our past and expected cash burn rate, our Directors believe that we can remain financially viable with sufficient cash to fund our operations for approximately 19 months from September 30, 2020 or 24 months if we also take into account 10% of the estimated net proceeds from Listing. Our cash burn rate refers to the average monthly amount of cash operating costs, payment for property, plant and equipment, payment for intangible assets, and lease payments.

The following table sets forth our cash flows for the periods indicated.

	For the Year Ended December 31,		For the Six Months Ended June 30,	
	2018	2019	2019	2020
	(RMB in thousands)			
			(unaudited)	
Cash flows from operating activities before movements in working capital	(132,983)	(143,525)	(29,254)	(153,976)
Changes in working capital	19,839	22,075	(3,615)	15,004
Net cash used in operating activities	(113,144)	(121,450)	(32,869)	(138,972)
Net cash flows from/(used in) investing activities	96,816	(430,367)	(507,205)	65,115
Net cash flows from/(used in) financing activities	31,648	771,820	772,751	(2,023)
Net increase/(decrease) in cash and cash equivalents	15,320	220,003	232,677	(75,880)
Cash and cash equivalents at beginning of the year/period	30,329	49,322	49,322	290,787
Effect of foreign exchange rate changes, net	3,673	21,462	11,149	9,824
Cash and cash equivalents at the end of the year/period	49,322	290,787	293,148	224,731

KEY FINANCIAL RATIO

The table below sets forth the current ratio of our Group as of the dates indicated:

	As of December 31,		As of June 30,
	2018	2019	2020
Current ratio[(1)]	1.1	16.8	9.7

Note:

(1) Current ratio equals current assets divided by current liabilities as of the end of the year/period.

RECENT DEVELOPMENTS

Impact of the COVID-19 Pandemic

In December 2019, a respiratory illness known as COVID-19 caused by a novel strain of coronavirus emerged and has spread globally since then. In March 2020, the World Health Organization declared COVID-19 to be a pandemic. We have employed various measures to mitigate any impact of and manage the risks associated with the COVID-19 pandemic on our ongoing clinical trials and patient participation in China and other APAC countries or territories, including cooperating with clinical trial sites to offer personal protection equipment such as masks to our enrolled patients, engaging in frequent communications with our principal investigators to identify and address any issues that may arise, suggesting the investigators to communicate with the enrolled patients on visiting local qualified hospitals for follow-up evaluations if necessary and arranging medicine delivery service. As the travel restrictions have been relaxed as of the date of this prospectus, we have discontinued some of the aforementioned contingency measures, which may be reinstated in the future depending on the development of the COVID-19 pandemic.

Although we experienced some delays in the patient enrollment process and data entry for certain of our clinical trials in China at the beginning of the COVID-19 pandemic, there has not been any material disruption of our ongoing clinical trials. The COVID-19 pandemic has not caused any early termination of our clinical trials or necessitated removal of any patients enrolled in the clinical trials. In addition, our supply chain has not experienced any material disruption since the outbreak of COVID-19. We have not experienced and currently do not expect any material regulatory delays in respect of our clinical trials or any long-term impact on our operation or deviation from our overall development plans due to the COVID-19 pandemic. As of the Latest Practicable Date, we have not experienced any material impact from COVID-19 on the progress, status or filing update of our ongoing research and clinical activities.

As of the Latest Practicable Date, we had no suspected or confirmed COVID-19 cases on our premises or among our employees. To prevent any spread of COVID-19 in our offices and production facilities, we have implemented preventive measures such as regularly sterilizing and ventilating our offices and production facilities, checking the body temperature of our employees daily, keeping track of the travel history and health conditions of employees, and providing face masks and disinfectant to employees attending our offices and facilities.

It is uncertain when and whether COVID-19 could be contained globally. We cannot guarantee you, however, that the COVID-19 pandemic will not further escalate or have a material adverse effect on our results of operations, financial position or prospects. For more details, please refer to the section headed "Risk Factors — Risks relating to Our Operations — We may be subject to natural disasters, acts of war or terrorism or other factors beyond our control. Natural disasters, epidemics, pandemics, acts of war or terrorism or other factors beyond our control may adversely affect the economy, infrastructure and livelihood of the people in the regions where we conduct our business" in this prospectus.

U.S. – China Trade Deal

In December 2019, the U.S. and China reached a partial trade deal, under which the U.S. agreed to cancel some new tariffs and reduce rates for other duties in exchange for China to purchase more U.S. agricultural products and to make changes regarding intellectual property and technology. In light of the current situations and the particular nature of the biopharmaceutical industry, we are of the view that the U.S. – China tension has not had any material impact on our business or operations, including our collaborations with our business partners, our clinical trial designs and execution, patient enrollment, data transfer, related regulatory approval processes, ability to find alternative suppliers to source, develop and manufacture our pipeline products, including our Core Products, and prospects. We cannot guarantee, however, that the U.S. – China tension will not escalate which may have a material adverse effect on our results of operations. Please refer to "Risk Factors — Risks relating to our doing business in China — The political relationships between China and other countries or regions may affect our business operations."

No Material Adverse Change

Save as otherwise disclosed in this prospectus, our Directors confirm that, as of the date of this prospectus, there has been no material adverse change in our financial or trading position, indebtedness, mortgage, contingent liabilities, guarantees or prospects of our Group since June 30, 2020, the end of the period reported on in the Accountants' Report set out in Appendix I to this prospectus. As we continue to advance the development of our pipeline and expand our clinical development programs, we expect to incur increasing R&D expenses and administrative expenses. Therefore, based on the assumptions made by and information currently available to our management, we expect to incur an increased amount of losses in 2020 compared to 2019.

GLOBAL OFFERING STATISTICS

All statistics in the following table are based on the assumptions that (i) the Global Offering has been completed and 154,153,500 new Shares are issued pursuant to the Global Offering; (ii) 257,022,322 new Shares are issued pursuant to the Capitalization Issue; (iii) 668,198,144 Shares are in issue and outstanding following the completion of the Capitalization Issue and the Global Offering; and (iv) no Shares are issued pursuant to the Over-allotment Option.

	Based on the Offer Price of HK$15.80	**Based on the Offer Price of HK$18.08**
Market capitalization of our Shares[(1)]	HK$10,558 million	HK$12,081 million
Unaudited pro forma adjusted net tangible assets per Share[(2)]	HK$4.38	HK$4.88

Notes:

(1) The calculation of the market capitalization is based on the assumption that 668,198,144 Shares will be in issue and outstanding immediately following the completion of the Capitalization Issue and the Global Offering, assuming no additional Shares are issued pursuant to the Over-allotment Option.

(2) The unaudited pro forma adjusted consolidated net tangible assets attributable to the equity holders of our Company per Share is based on the consolidated statements of financial position as of June 30, 2020. For further details, please refer to the section headed "Financial Information" in this prospectus.

DIVIDEND

We have never declared or paid regular cash dividends on our Shares. We currently expect to retain all future earnings for use in the operation and expansion of our business and do not anticipate paying cash dividends in the foreseeable future. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents and the Cayman Companies Law. The declaration and payment of any dividends in the future will be determined by our Board of Directors, in its discretion, and will depend on a number of factors, including our earnings, capital requirements, overall financial condition and contractual restrictions. Our Shareholders in a general meeting may approve any declaration of dividends, which must not exceed the amount recommended by our Board. As advised by our Cayman counsel, under the Cayman Companies Law, a Cayman Islands company may pay a dividend out of either profits or share premium account, provided that in no circumstances may a dividend be paid if this would result in the company being unable to pay its debts as they fall due in the ordinary course of business. In light of our accumulated losses as disclosed in this prospectus, it is unlikely that we will be eligible to pay a dividend out of our profits in the foreseeable future. We may, however, pay a dividend out of our share premium account unless the payment of such a dividend would result in our Company being unable to pay our debts as they fall due in the ordinary course of business. There is no assurance that dividends of any amount will be declared to be distributed in any year.

If we pay dividends in the future, in order for us to distribute dividends to our Shareholders, we will rely to some extent on any dividends distributed by our PRC subsidiaries. Any dividend distributions from our PRC subsidiaries to us will be subject to PRC withholding tax. In addition, regulations in the PRC currently permit payment of dividends of a PRC company only out of accumulated distributable after-tax profits as determined in accordance with its articles of association and the accounting standards and regulations in China. See "Risk Factors — Risks Relating to Our Doing Business in China" in this prospectus.

USE OF PROCEEDS

We estimate that we will receive the net proceeds of approximately HK$2,467.2 million after deducting the underwriting fees and expenses payable by us in the Global Offering, assuming no Over-allotment Option is exercised and assuming an Offer Price of HK$16.94 per Offer Share, being the mid-point of the indicative Offer Price range of HK$15.80 to HK$18.08 per Offer Share in this prospectus. If the Offer Price is set at HK$18.08 per Share, being the high end of the indicative Offer Price range, the net proceeds from the Global Offering will

increase by approximately HK$168.7 million. If the Offer Price is set at HK$15.80 per Share, being the low end of the indicative Offer Price range, the net proceeds from the Global Offering will decrease by approximately HK$168.7 million.

We intend to use the net proceeds we will receive from this offering for the following purposes:

(i) Approximately HK$1,002.6 million (representing 41% of the net proceeds) will be allocated to our Core Products.

- HK$690.3 million (representing 28% of the net proceeds) is expected to be used for ATG-010 (selinexor):

  - approximately HK$488.3 million (representing 20% of the net proceeds) is expected to fund its R&D activities, including the ongoing and planned clinical trials. We are conducting two registrational Phase II clinical trials of ATG-010 (selinexor) in China for R/R MM and R/R DLBCL, respectively. In addition, we are conducting a Phase Ib clinical study for the treatment of R/R T-cell lymphoma and NK/T-cell lymphoma in China, and there is an ongoing Phase II investigator initiated trial for the treatment of patients with KRAS-mutant NSCLC in China. We plan to submit the NDAs for both R/R MM and R/R DLBCL in China and leverage the data from the clinical trials carried out by Karyopharm to submit the NDA for ATG-010 (selinexor) by 2021 directly in certain APAC countries or territories where NDA approval may be obtained without additional clinical trials. For more information, please see the section headed "Business – Our Pipeline" in this prospectus, and milestone payments;

  - approximately HK$202.0 million (representing 8% of the net proceeds) is expected to fund the commercialization of ATG-010 (selinexor).

- HK$312.3 million (representing 13% of the net proceeds) is expected to be used for ATG-008 (onatasertib) to fund its R&D activities, including the ongoing and planned clinical trials. We are currently conducting three Phase I/II clinical trials on ATG-008 (onatasertib) to assess, among others, the safety and efficacy of ATG-008 (onatasertib) as a mono- or combination therapy for HBV+ HCC and various solid tumors carrying certain genetic alternation. In addition, we have obtained the IND approval from the NMPA in July 2020 for a Phase II basket trial to assess ATG-008 (onatasertib) in various biomarker-driven solid tumors. We plan to start patient enrollment in the fourth quarter of 2020. For more information, please refer to the section headed "Business – Our Pipeline" in this prospectus.

(ii) Approximately HK$612.5 million (representing 25% of the net proceeds) will be allocated to fund our four other clinical-stage drug candidates.

- HK$261.9 million (representing 11% of the net proceeds) is expected to be used to fund the R&D activities of ATG-016 (eltanexor), including ongoing and planned clinical trials and milestone payments. We plan to conduct additional clinical trials on ATG-016 (eltanexor), including an open-label, single-arm Phase I/II clinical trial in China on HR-MDS (the HATCH trial), which we have submitted the IND application to the NMPA in August 2020 and expect to dose the first patient in the first half of 2021 upon IND approval. For more information on the latest status and next key milestones for ATG-016 (eltanexor), please refer to the section headed "Business — Our Pipeline" in this prospectus.

- HK$39.3 million (representing 2% of the net proceeds) is expected to be used to fund the R&D activities of ATG-527 (verdinexor), including ongoing and planned clinical trials and milestone payments. We plan to conduct additional clinical trials on ATG-527 (verdinexor), including an open-label, single-arm Phase I/II clinical trial in China on CAEBV infection, and we anticipate to submit the IND application for this study in the last quarter of 2020. For more information on the latest status and next key milestones for ATG-527 (verdinexor), please refer to the section headed "Business — Our Pipeline" in this prospectus.

- HK$81.5 million (representing 3% of the net proceeds) is expected to be used to fund the R&D activities of ATG-019, including ongoing and planned clinical trials and milestone payments. We are conducting a Phase I clinical trial (TEACH) of ATG-019 in Taiwan on NHL and advanced solid tumors and are planning to conduct additional clinical trials on ATG-019, including clinical trials exploring its combination potential. Patient enrollment for the TEACH trial is ongoing. For more information on the latest status and next key milestones for ATG-019, please refer to the section headed "Business — Our Pipeline" in this prospectus.

- HK$229.8 million (representing 9% of the net proceeds) is expected to be used to fund the R&D activities of ATG-017, including ongoing and planned clinical trials and milestone payments. We plan to conduct additional clinical trials on ATG-017, and are conducting a Phase I ERASER clinical trial for the treatment of advanced solid tumors and hematological malignancies in Australia. We have received the acknowledgment from Therapeutic Goods Administration in August 2020 and dosed the first patient in September 2020. For more information on the latest status and next key milestones for ATG-017, please refer to the section headed "Business — Our Pipeline" in this prospectus.

(iii) Approximately HK$233.0 million (representing 9% of the net proceeds) is expected to be allocated to ongoing pre-clinical studies and planned clinical trials for other pre-clinical drug candidates in our pipeline. For more information on the latest status of our selected pre-clinical drug candidates, please refer to the section headed "Business — Our Pipeline" in this prospectus.

(iv) Approximately HK$336.6 million (representing 14% of the net proceeds) is expected to be allocated to expansion of our pipeline, including discovery of new drug candidates and business development activities.

(v) Approximately HK$35.8 million (representing 1% of the net proceeds) is expected to be allocated to capital expenditure. For more information, please refer to the section headed "Financial Information — Capital Expenditures" in this prospectus.

(vi) Approximately HK$246.7 million (representing 10% of the net proceeds) is expected to be used for general corporate purposes.

For further details, please refer to the section headed "Use of Proceeds" in this prospectus.

RISK FACTORS

There are certain risks involved in our operations, many of which are beyond our control. These risks are set out in the section headed "Risk Factors" in this prospectus. Some of the major risks we face include:

- We have incurred significant net losses since our inception, and expect to continue to incur net losses for the foreseeable future and may not be able to generate sufficient revenue to achieve or maintain profitability. Potential investors are at risk of losing substantially all of their investments in our Shares.

- We had net operating cash outflow during the Track Record Period.

- We may need additional capital to meet our operating cash requirements, and financing may not be available on terms acceptable to us, or at all.

- We have a limited operating history, which may make it difficult to evaluate our current business and predict our future performance.

- We may need additional financing to fund our operations, and if we are unable to obtain such financing, we may be unable to complete the development and commercialization of our drug candidates.

- We face substantial competition and our competitors may discover, develop or commercialize competing drugs earlier or more successfully than we do.

- Our business and financial prospects depend substantially on the success of our clinical stage and pre-clinical stage drug candidates. If we are unable to successfully complete their clinical development, obtain relevant regulatory approvals or achieve their commercialization, or if we experience significant delays in any of the foregoing, our business and profitability may be adversely affected.

- We may not be able to identify, discover or in-license new drug candidates, and may allocate our limited resources to pursue a particular candidate or indication and fail to capitalize drug candidates or indications that may later prove to be more profitable, or for which there is a greater likelihood of success.

- If we encounter difficulties enrolling patients in our clinical trials, our clinical development activities could be delayed or otherwise adversely affected.

- If clinical trials of our drug candidates fail to demonstrate safety and efficacy to the satisfaction of regulatory authorities or do not otherwise produce positive results, we may incur additional costs or experience delays in completing, or ultimately be unable to complete, the development and commercialization of our drug candidates.

- Our drug development progress may be affected by the clinical development progress of our collaboration partners, including but not limited to Celgene and Karyopharm. If the collaboration partners are unable to successfully complete clinical development, obtain relevant regulatory approvals or achieve commercialization, or if they experience significant delays in any of the foregoing, our business and profitability may be adversely affected.

Although our management has proven track record of drug manufacturing and commercialization, we have limited experience in manufacturing pharmaceutical products, which is a highly exacting and complex process, and limited experience in commercialization as we have not yet commercialize any of our drug candidates. Our business could be materially and adversely affected if we encounter problems in the manufacturing process of our future drug products.

LISTING EXPENSES

Listing expenses mainly comprise legal and other professional fees paid and payable to the professional parties, commissions payable to the Underwriters, and printing and other expenses for their services rendered in relation to the Listing and the Global Offering. Listing expenses for the Global Offering are estimated to be approximately HK$144.2 million (including underwriting commission, assuming an Offer Price of HK$16.94 per Share, being the mid-point of the indicative Offer Price range of HK$15.80 to HK$18.08 per Share), which represents approximately 5.5% of the gross proceeds we expect to receive from this Global Offering assuming no Shares are issued pursuant to the Over-allotment Option. No such expenses were recognized and charged to our consolidated statements of profit or loss for the years ended December 31, 2018 and 2019, and HK$1.8 million was recognized and charged to our consolidated statements of profit or loss for the six months ended June 30, 2020. After June 30, 2020, approximately HK$27.3 million is expected to be charged to our consolidated statements of profit or loss, and approximately HK$114.3 million is expected to be charged against equity upon the Listing. The listing expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings. Certain other terms are defined in the section headed "Glossary of Technical Terms" in this prospectus.

"2019 Equity Incentive Plan"	the 2019 equity incentive plan adopted by our Company on December 30, 2019 and amended by resolution of the Board on August 18, 2020
"2020 Equity Incentive Plan"	the 2020 equity incentive plan adopted by our Company on August 18, 2020
"affiliate"	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
"Antengene Australia"	ANTENGENE (AUS) PTY. LTD., a limited liability company incorporated under the laws of the state of Victoria, Australia on December 13, 2019 and one of our Company's subsidiaries
"Antengene Biotech"	Antengene Biotech LLC, a limited liability company incorporated under the laws of the state of Delaware, the U.S. on March 20, 2019 and one of our Company's subsidiaries
"Antengene BVI"	Antengene (BVI) Limited, a limited liability company incorporated under the laws of BVI on September 14, 2018 and one of our Company's subsidiaries
"Antengene Hong Kong"	Antengene Corporation (Hong Kong) Limited (德琪控股有限公司) (formerly known as DaChi Holdings Limited), a limited liability company incorporated under the laws of Hong Kong on January 21, 2016 and one of our Company's subsidiaries
"Antengene Investment"	Antengene Investment Limited, a limited liability company incorporated under the laws of Hong Kong on September 20, 2018 and one of our Company's subsidiaries
"Antengene Pharmaceuticals"	Zhejiang Antengene Pharmaceuticals Co., Ltd. (浙江德琪製藥有限公司), a limited liability company established under the laws of the PRC on August 6, 2019 and one of our Company's subsidiaries

"Antengene Shanghai"	Antengene Shanghai Pharmaceutical Co., Ltd. (德琪醫藥(上海)有限公司), a limited liability company established under the laws of the PRC on December 3, 2019 and one of our Company's subsidiaries
"Antengene Singapore"	Antengene (Singapore) Pte. Ltd. (formerly known as BOYSENBERRY PTE. LTD.), a limited liability company incorporated under the laws of Singapore on November 20, 2019 and one of our Company's subsidiaries
"Antengene Therapeutics"	Antengene Therapeutics Limited, a limited liability company incorporated under the laws of Hong Kong on September 19, 2017 and one of our Company's subsidiaries
"Antengene Zhejiang"	Antengene Corporation Co., Ltd. (德琪(浙江)醫藥科技有限公司), a limited liability company established under the laws of the PRC on June 15, 2016 and one of our Company's subsidiaries
"APAC"	Asia-Pacific
"Articles" or "Articles of Association"	the sixth amended and restated articles of association of our Company adopted by special resolution on November 5, 2020 with effect from Listing, as amended from time to time, a summary of which is set out in the section headed "Summary of the Constitution of our Company and Cayman Companies Law" in this prospectus
"associate"	has the meaning ascribed to it under the Listing Rules
"AstraZeneca"	AstraZeneca Plc, a multinational pharmaceutical and biopharmaceutical company listed on the London Stock Exchange (stock code: AZN.LON), the New York Stock Exchange (stock code: AZN.NYSE) and the Nasdaq Stockholm AB (stock code: AZN. Stockholm) and its subsidiaries
"Audit Committee"	the audit committee of the Board

"Black Halo"	Black Halo Investment Limited, a limited liability company incorporated under the laws of BVI on December 11, 2017 and a Shareholder wholly-owned by Mr. Liu
"BlackRock"	BlackRock, Inc. and its subsidiaries and affiliates
"Board of Directors", "Board" or "our Board"	our board of Directors
"Boyu Capital"	Boyu Capital Group Management Ltd. and its subsidiaries and affiliates
"Brighton Circle"	Brighton Circle Limited, a limited liability company incorporated under the laws of BVI on February 26, 2019 and one of our Company's subsidiaries
"Business Day"	any day (other than a Saturday, Sunday or public holiday) in Hong Kong on which banks in Hong Kong are open generally for normal banking business
"BVI"	the British Virgin Islands
"Capitalization Issue"	the issue of 257,022,322 Shares on the Listing Date to be made upon the capitalization of part of the sum standing to the credit of the share premium account of our Company, details of which are set out in the section headed "History, Reorganization and Corporate Structure" in this prospectus
"Cayman Companies Law"	the Companies Law (2020 Revision) of the Cayman Islands, Cap. 22 (Law 3 of 1961), as amended or supplemented or otherwise modified from time to time
"CBO"	the chief business officer of our Company
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"CCASS Broker Participant"	a person admitted to participate in CCASS as a broker participant
"CCASS Clearing Participant"	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant

"CCASS Custodian Participant"	a person admitted to participate in CCASS as a custodian participant
"CCASS EIPO"	the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant's stock account through causing HKSCC Nominees to apply on your behalf, including by (i) instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, or (ii) if you are an existing CCASS Investor Participant, giving electronic application instructions through the CCASS Internet System (**https://ip.ccass.com**) or through the CCASS Phone System (using the procedures in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC can also input electronic application instructions for CCASS Investor Participants through HKSCC's Customer Service Centre by completing an input request
"CCASS Investor Participant"	a person admitted to participate in CCASS as an investor participant, who may be an individual or joint individuals or a corporation
"CCASS Participant"	a CCASS Broker Participant, a CCASS Custodian Participant or a CCASS Investor Participant
"Celgene"	Celgene Corporation, a global biopharmaceutical company and its subsidiaries and the parent of Celgene China Holdings LLC, one of our Shareholders
"CEO"	the chief executive officer of our Company
"CFO"	the chief financial officer of our Company
"China" or "PRC"	the People's Republic of China, which for the purpose of this prospectus and for geographical reference only, excludes Hong Kong, the Macao Special Administrative Region of the People's Republic of China and Taiwan

"Co-Managers"	Futu Securities International (Hong Kong) Limited and US Tiger Securities, Inc.
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Companies (Winding Up and Miscellaneous Provisions) Ordinance"	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Company", "our Company" or "the Company"	Antengene Corporation Limited (德琪醫藥有限公司), an exempted company incorporated in the Cayman Islands with limited liability on August 28, 2018
"Compliance Adviser"	Rainbow Capital (HK) Limited
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"connected transaction(s)"	has the meaning ascribed to it under the Listing Rules
"COO"	the chief operating officer of our Company
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Core Product(s)"	has the meaning ascribed to it in Chapter 18A of the Listing Rules and in this context, refers to our Core Products including ATG-010 (selinexor) and ATG-008 (onatasertib)
"Corporate Governance Code"	the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules
"Director(s)" or "our Director(s)"	the director(s) of our Company
"Dr. Mei"	Dr. Jay Mei, the founder and CEO of our Company and one of our executive Directors
"Equity Incentive Plans"	the 2019 Equity Incentive Plan and the 2020 Equity Incentive Plan, the principal terms of which are set out in the section headed "Statutory and General Information — D. Equity Incentive Plans" in this prospectus

"Fidelity"	Fidelity Investments Inc. and its subsidiaries and affiliates
"GIC"	GIC Private Limited and its subsidiaries and affiliates
"Global Offering"	the Hong Kong Public Offering and the International Offering
"**GREEN** Application Form(s)"	the application form(s) to be completed by the **White Form eIPO** Service Provider designated by our Company, Computershare Hong Kong Investor Services Limited
"Group", "our Group", "we", "us" or "our"	our Company and its subsidiaries
"Hillhouse"	Hillhouse Capital Management, Ltd. and its subsidiaries and affiliates
"HK$" or "Hong Kong dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC Nominees"	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong Offer Shares"	15,416,000 Shares (subject to reallocation as described in the section headed "Structure of the Global Offering" in this prospectus) being offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering
"Hong Kong Public Offering"	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong, on the terms and subject to the conditions described in this prospectus as further described in the section headed "Structure of the Global Offering — The Hong Kong Public Offering" in this prospectus
"Hong Kong Share Registrar"	Computershare Hong Kong Investor Services Limited

"Hong Kong Stock Exchange" or "Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Hong Kong Underwriters"	Goldman Sachs (Asia) L.L.C., J.P. Morgan Securities (Asia Pacific) Limited, Citigroup Global Markets Asia Limited, China International Capital Corporation Hong Kong Securities Limited, CMB International Capital Limited and Futu Securities International (Hong Kong) Limited, the underwriters of the Hong Kong Public Offering listed in the Hong Kong Underwriting Agreement
"Hong Kong Underwriting Agreement"	the Hong Kong underwriting agreement dated November 6, 2020 relating to the Hong Kong Public Offering entered into by our Company, Dr. Mei, Meiland Pharma Tech Limited, Goldman Sachs (Asia) L.L.C., J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited, Citigroup Global Markets Asia Limited, China International Capital Corporation Hong Kong Securities Limited and the Hong Kong Underwriters as further described in the section headed "Underwriting — Underwriting Arrangements — Hong Kong Public Offering — Hong Kong Underwriting Agreement" in this prospectus
"Horsham Angel"	Horsham Angel Investment Limited, a limited liability company incorporated under the laws of BVI on December 29, 2015, which wholly-owns Meiland and 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%
"Independent Third Party(ies)"	any entity or person who is not a connected person of our Company or its subsidiaries, or any of their respective associates
"Industry Consultant" or "Frost & Sullivan"	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.

"International Offer Shares"	138,737,500 Shares (subject to reallocation and the exercise of the Over-allotment Option as described in the section headed "Structure of the Global Offering" in this prospectus), which are the subject of the International Offering
"International Offering"	the conditional placing of the International Offer Shares at the Offer Price outside the United States in offshore transactions in reliance on Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from the registration requirements under the U.S. Securities Act, in each case on and subject to the terms and conditions of the International Underwriting Agreement, as further described in the section headed "Structure of the Global Offering" in this prospectus
"International Underwriters"	the underwriters of the International Offering
"International Underwriting Agreement"	the international underwriting agreement relating to the International Offering to be entered into by, among others, our Company and the International Underwriters on or about the Price Determination Date, as further described in the section headed "Underwriting" in this prospectus
"Joint Bookrunners"	Goldman Sachs (Asia) L.L.C., J.P. Morgan Securities (Asia Pacific) Limited (in relation to the Hong Kong Public Offering only), J.P. Morgan Securities plc (in relation to the International Offering only), Citigroup Global Markets Asia Limited (in relation to the Hong Kong Public Offering), Citigroup Global Markets Limited (in relation to the International Offering), China International Capital Corporation Hong Kong Securities Limited and CMB International Capital Limited
"Joint Global Coordinators"	Goldman Sachs (Asia) L.L.C., J.P. Morgan Securities (Asia Pacific) Limited, Citigroup Global Markets Asia Limited and China International Capital Corporation Hong Kong Securities Limited

"Joint Lead Managers"	Goldman Sachs (Asia) L.L.C., J.P. Morgan Securities (Asia Pacific) Limited (in relation to the Hong Kong Public Offering only), J.P. Morgan Securities plc (in relation to the International Offering only), Citigroup Global Markets Asia Limited (in relation to the Hong Kong Public Offering), Citigroup Global Markets Limited (in relation to the International Offering), China International Capital Corporation Hong Kong Securities Limited and CMB International Capital Limited
"Joint Sponsors"	Goldman Sachs (Asia) L.L.C. and J.P. Morgan Securities (Far East) Limited
"Karyopharm"	Karyopharm Therapeutics Inc., a global pharmaceutical company listed on NASDAQ (stock code: KPTI.NASDAQ) and its subsidiaries
"Keith Valley"	Keith Valley Investment Limited, a limited liability company incorporated under the laws of BVI on December 19, 2018 and one of our Company's subsidiaries
"Latest Practicable Date"	October 30, 2020, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus before its publication
"Listing"	the listing of the Shares on the Main Board of the Stock Exchange
"Listing Committee"	the listing sub-committee of the board of directors of the Stock Exchange
"Listing Date"	the date expected to be on or about Friday, November 20, 2020 on which the Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"Macao"	the Macao Special Administrative Region of the People's Republic of China

"Main Board"	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
"Meiland"	Meiland Pharma Tech Limited, a limited liability company incorporated under the laws of the Cayman Islands on January 5, 2016 and a Shareholder wholly-owned by Horsham Angel
"Memorandum" or "Memorandum of Association"	the sixth amended and restated memorandum of association of our Company adopted by special resolution on November 5, 2020 with effect from Listing, as amended from time to time, a summary of which is set out in the section headed "Summary of the Constitution of our Company and Cayman Companies Law" in this prospectus
"MOFCOM"	the Ministry of Commerce of the PRC (中華人民共和國商務部)
"Mr. Liu"	Mr. Yiteng Liu (劉翼騰), the COO of our Company and one of our executive Directors
"NDRC"	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
"NMPA"	National Medical Products Administration (國家藥品監督管理局) and its predecessor, the China Food and Drug Administration (國家食品藥品監督管理總局)
"Nomination and Corporate Governance Committee"	the nomination and corporate governance committee of the Board
"Offer Price"	the final Hong Kong dollar price per Offer Share (before brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%) at which Shares are to be subscribed or purchased pursuant to the Global Offering, which will be not more than HK$18.08 and is expected to be not less than HK$15.80, to be determined as described in the section headed "Structure of the Global Offering — Pricing of the Global Offering" in this prospectus

"Offer Share(s)"	the Hong Kong Offer Shares and the International Offer Shares, where relevant, with any Shares being issued pursuant to the exercise of the Over-allotment Option
"Origincell"	Origincell Therapeutics Co., Ltd. (formerly known as Shanghai Origincell Medical Technology Co., Ltd.) (上海原能細胞醫學技術有限公司), a limited liability Company established under the laws of the PRC on February 4, 2015 and an Independent Third Party
"Over-allotment Option"	the option to be granted by our Company to the Joint Global Coordinators (on behalf of the International Underwriters) under the International Underwriting Agreement pursuant to which our Company may be required by the Joint Global Coordinators to allot and issue up to 23,123,000 additional Shares, representing approximately 15.0% of the Offer Shares initially available under the Global Offering, at the Offer Price to, amongst others, cover over-allocations in the International Offering, details of which are described in the section headed "Structure of the Global Offering" in this prospectus
"PRC Legal Adviser"	Zhong Lun Law Firm, the PRC legal adviser of our Company
"Preferred Share(s)"	convertible preferred share(s) in the share capital of our Company, including Series A Preferred Shares, Series B Preferred Shares, Series C-1 Preferred Shares and Series C-2 Preferred Shares
"Pre-IPO Investments"	the subscription of registered capital in Antengene Zhejiang, 68,412,476 Series B Preferred Shares, 24,770,992 Series C-1 Preferred Shares and 9,690,022 Series C-2 Preferred Shares by the Pre-IPO Investors at an aggregate consideration of approximately US$238 million pursuant to the Series A Agreements, Series B Share Purchase Agreement and Series C Share Purchase Agreement, further information on which is set forth in the section headed "History, Reorganization and Corporate Structure — Pre-IPO Investments" in this prospectus

"Pre-IPO Investors"	the Series A Preferred Shareholders, the Series B Preferred Shareholders and the Series C Preferred Shareholders
"Price Determination Date"	the date on which the Offer Price is to be determined
"Principal Share Registrar"	Maples Fund Services (Cayman) Limited
"prospectus"	this prospectus being issued in connection with the Hong Kong Public Offering
"QIB"	a qualified institutional buyer within the meaning of Rule 144A
"Regulation S"	Regulation S under the U.S. Securities Act
"Remuneration Committee"	the remuneration committee of the Board
"Reorganization"	the reorganization arrangements undertaken by our Group in preparation for the Listing, the details of which are set out in the section headed "History, Reorganization and Corporate Structure — Reorganization" in this prospectus
"RMB" or "Renminbi"	Renminbi, the lawful currency of China
"Rule 144A"	Rule 144A under the U.S. Securities Act
"SAFE"	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
"Scientific Advisory Board"	the scientific advisory board of our Company
"Sea Quest"	Sea Quest Limited, a limited liability company incorporated under the laws of BVI on October 23, 2019 and one of our Company's subsidiaries
"Series A Agreements"	the joint venture agreement in relation to Antengene Zhejiang dated May 3, 2017 and the capital injection agreement entered into between, among others, our Company and the Series A Preferred Shareholders or their respective affiliates dated July 25, 2017

"Series A Preferred Shareholder(s)"	holder(s) of Series A Preferred Shares of our Company
"Series A Preferred Share(s)"	the series A convertible preferred share(s) of our Company with a par value of US$0.0001 per share
"Series B Preferred Shareholder(s)"	holder(s) of Series B Preferred Shares of our Company
"Series B Preferred Share(s)"	the series B convertible preferred share(s) of our Company with a par value of US$0.0001 per share
"Series B Share Purchase Agreement"	the Series B preferred share purchase agreement entered into between, among others, our Company and the Series B Preferred Shareholders dated December 28, 2018
"Series C Preferred Shareholder(s)"	holder(s) of Series C Preferred Shares of our Company
"Series C Preferred Share(s)"	the Series C-1 Preferred Share(s) and the Series C-2 Preferred Share(s)
"Series C Share Purchase Agreement"	the Series C preferred share purchase agreement entered into between, among others, our Company and the Series C Preferred Shareholders dated July 11, 2020
"Series C-1 Preferred Share(s)"	the series C-1 convertible preferred shares of our Company with a par value of US$0.0001 per share
"Series C-2 Preferred Share(s)"	the series C-2 convertible preferred shares of our Company with a par value of US$0.0001 per share
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Shanghai Antengene"	Shanghai Antengene Corporation Limited (上海德琪醫藥科技有限公司), a limited liability company established under the laws of the PRC on August 19, 2016 and one of our Company's subsidiaries

"Share(s)"	ordinary share(s) in the share capital of our Company with a par value of US$0.0001 each
"Share Option(s)"	the share option(s) granted or to be granted pursuant to the terms and conditions of the Equity Incentive Plans
"Shareholder(s)"	holder(s) of Shares
"Shareholders Agreement"	the second amended and restated shareholders agreement entered into between, among others, our Company and the Pre-IPO Investors dated July 17, 2020 and amended by an amendment agreement dated August 18, 2020
"Sophisticated Investor(s)"	has the meaning ascribed to it under Guidance Letter HKEX-GL-92-18
"Stabilizing Manager"	Goldman Sachs (Asia) L.L.C.
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Taikang"	Taikang Kaitai Yunrong Biotech Fund I LP
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"Tigermed"	Hangzhou Tigermed Consulting Co., Ltd. and its subsidiaries and affiliates
"Track Record Period"	the periods comprising the years ended December 31, 2018 and 2019 and the six months ended June 30, 2020
"Underwriters"	the Hong Kong Underwriters and the International Underwriters
"Underwriting Agreements"	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
"United States" or "U.S."	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"US$" or "U.S. dollars"	United States dollars, the lawful currency of the United States
"U.S. Securities Act"	the United States Securities Act of 1933, as amended

"**White Form eIPO**"	the application for the Hong Kong Offer Shares to be issued in the applicant's own name by submitting applications online through the designated website of **White Form eIPO** Service Provider at **www.eipo.com.hk**
"**White Form eIPO** Service Provider"	Computershare Hong Kong Investor Services Limited
"WuXi AppTec"	WuXi AppTec Co., Ltd. and its subsidiaries and affiliates
"Stock Borrowing Agreement"	the stock borrowing agreement expected to be entered into on or around the Price Determination Date between Meiland and the Stabilizing Manager pursuant to which the Stabilizing Manager, its affiliates or any person acting for it may borrow up to 23,123,000 Shares to cover any over-allocation in the International Offering
"Zhejiang Defu"	Zhejiang Defu Biopharmaceutical Co., Ltd. (浙江德復生物醫藥科技有限公司), a limited liability company established under the laws of the PRC on December 22, 2017 and one of our Company's subsidiaries
"%"	per cent

In this prospectus:

- *Unless otherwise expressly stated or the context otherwise requires, all data in this prospectus is as of the date of this prospectus.*
- *Unless otherwise specified, all references to any shareholdings in our Company assume that the Over-allotment Option has not been exercised.*
- *The English names of the PRC entities, PRC laws or regulations, and the PRC governmental authorities referred to in this prospectus are translations from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.*

This glossary contains definitions of certain terms used in this prospectus in connection with us and our business. Some of these may not correspond to standard industry definitions.

"**3+3 design**"	a rule based dose escalation schedule that starts by allocating lowest dose level to first cohort, then adaptively escalates or de-escalates based on observed DLTs, and repeats until MTD is obtained or when trial is stopped
"**4-1BB**" or "**CD137**"	an activation-induced costimulatory molecule and a regulator of immune responses
"**active ingredient**"	the substance in a pharmaceutical drug that is biologically active
"**ADME**"	absorption, distribution, metabolism, and excretion
"**ADCC**"	antibody dependent cell mediated cytotoxicity or antibody-dependent cellular cytotoxicity, a mechanism of cell-mediated immune defense whereby an effector cell of the immune system actively lyses a target cell, whose membrane-surface antigens have been bound by specific antibodies
"**AEs**"	adverse events, any untoward medical occurrences in a patient or clinical investigation subject administered a drug or other pharmaceutical product during clinical trials and which do not necessarily have a causal relationship with the treatment
"**ALT**"	alanine transaminase, an enzyme found mostly in the cells of the liver and kidney
"**AML**"	acute myeloid leukaemia, a cancer of the myeloid line of blood cells, characterized by the rapid growth of abnormal cells that build up in the bone marrow and blood and interfere with normal blood cells
"**apoptosis**"	programmed cell death
"**ARD1A**"	an enzyme subunit

"**ASC**"	antibody-secreting cells
"**assay**"	an analysis done to determine (1) the presence of a substance and the amount of that substance and (2) the biological or pharmacological potency of a drug
"**ATM**"	ataxia telangiectasia mutated, a DNA damage-inducible protein kinase
"**ATR**"	ataxia telangiectasia mutated and rad3 related
"**basket trial**"	a type of clinical trial that tests how well a new drug or other substance works in patients who have different types of cancer that all have the same mutation or biomarker
"**bb2121**"	a CAR-T therapy that targets B-cell maturation antigen with potential for the treatment of MM
"**B-cell**"	a type of white blood cell that differs from other lymphocytes like T-cells by the presence of the B-cell receptor on the B-cell's outer surface. Also known as B-lymphocytes
"**bi-specific**"	antibody that combines two antigen-recognizing elements into a single construct, able to bind to two different antigens at the same time
"**BID**"	twice a day
"**BRAF**"	a human gene that encodes a protein named B-Raf
"**BRCA**"	a category of human genes
"**bridging studies**"	supplemental studies performed in the new region to provide pharmacodynamics or clinical data on efficacy, safety, dosage, and dose regimen in the new region that will allow extrapolation of the foreign clinical data to the new region
"**BTK**"	Bruton's tyrosine kinase, an enzyme that in humans is encoded by the BTK gene
"**CAEBV**"	chronic active Epstein-Barr virus

"**CAGR**"	compound annual growth rate
"**CAPA**"	corrective actions and preventative actions, consisting of improvements to an organization's processes taken to eliminate causes of non-conformities or other undesirable situations
"**CAR-T**"	chimeric antigen receptor T-cell
"**carcinoma**"	a cancer that begins in the lining layer (epithelial cells) of organs
"**CBR**"	clinical benefit rate, proportion of patients who have a minimal or better response
"**CC-223**"	an mTOR inhibitor also known as ATG-008 or onatasertib
"**CD20**"	B-lymphocyte antigen CD20, a B-cell specific cell surface molecule that is encoded by the MS4A1 gene
"**CD38**"	a glycoprotein with ectoenzymatic functions, which is expressed on plasma cells and other lymphoid and myeloid cell populations
"**CDC**"	complement dependent cytotoxicity, a function of the complement system that kills pathogens by damaging their membranes without the involvement of antibodies or cells of the immune system
"**CDE**"	Center for Drug Evaluation (國家藥品監督管理局藥品審評中心), a division of the NMPA in China
"**CDMO**"	contract development and manufacturing organization
"**cell line**"	a population of cells which descend from a single cell and contain the same genetic makeup, thereby producing the same proteins
"**cGMP**"	current good manufacturing practice
"**chemotherapy**"	a category of cancer treatment that uses one or more anti-cancer chemotherapeutic agents as part of its standardized regimen

"**CHOP**"	the combination of cyclophosphamide (C), doxorubicin hydrochloride (H), vincristine/oncovin (O) and prednisolone (P)
"**CLDN18.2**"	Claudin 18.2, an attractive target in the treatment of gastric cancers and esophageal adenocarcinomas
"**CMC**"	chemistry, manufacturing, and controls processes in the development, licensure, manufacturing, and ongoing marketing of pharmaceutical products
"**cohort**"	a group of patients as part of a clinical study who share a common characteristic or experience within a defined period and who are monitored over time
"**combination therapy**"	treatment in which a patient is given two or more drugs (or other therapeutic agents) for a single disease
"**complete response**"	the disappearance of all signs of cancer in response to treatment
"**CR**"	complete remission or complete response
"**CRO(s)**"	contract research organization, a company that provides support to the pharmaceutical, biotechnology, and medical device industries in the form of research services outsourced on a contract basis
"**CT**"	computerized tomography
"**CTA**"	clinical trial agreement
"**CYs528**"	cysteine 528 of XPO1
"**cytokine**"	a broad and loose category of small proteins that are important in cell signalling. Their release has an effect on the behaviour of cells around them
"**cytotoxic**"	toxic to living cells
"**DCR**"	disease control rate
"**DLBCL**"	diffuse large B-cell lymphoma, a common type of non-Hodgkin lymphoma that starts in lymphocytes

"**DLT**"	dose-limiting toxicity, side effects of a drug or other treatment that are serious enough to prevent an increase in dose or level of that treatment
"**DNA**"	deoxyribonucleic acid
"**DoR**"	duration of response, the length of time that a tumor continues to respond to treatment without the cancer growing or spreading
"**EBV**"	Epstein-Barr virus
"**EC**"	esophageal cancer
"**EGFR**"	epidermal growth factor receptor
"**EHS**"	environment, health and safety
"**EPO**"	European Patent Office
"**ERK**"	extracellular signal-regulated kinase, a specific subtype of MAPK that have been extensively linked to regulation of synaptic plasticity and memory formation in many systems
"**ESA**"	erythropoiesis-stimulating agents
"**FDA**"	the U.S. Food and Drug Administration
"**FGFR4**"	fibroblast growth factor receptor 4
"**first-line**"	with respect to any disease, the first line therapy, which is the treatment regimen or regimens that are generally accepted by the medical establishment for initial treatment of a given type and stage of cancer
"**GC**"	gastric cancer
"**GCB**"	germinal center B-cell, one of the subtypes of diffuse large B-cell lymphoma
"**GCP**"	good clinical practice

"**GEMOX**"	a category of the chemotherapy regimens used in the treatment of relapsed or primary refractory NHL and Hodgkin Lymphoma
"**GLP**"	good laboratory practice
"**GMP**"	good manufacturing practice
"**Grade**"	term used to refer to the severity of adverse events, using Grade 1, Grade 2, Grade 3, etc.
"**GTPase**"	a large family of hydrolase enzymes that bind to the nucleotide guanosine triphosphate and hydrolyze it to guanosine diphosphate
"**Hatch-Waxman Act**"	the Drug Price Competition and Patent Term Restoration Act, informally known as the Hatch-Waxman Act, which is a 1984 U.S. federal law
"**HBV+**"	hepatitis B virus positive
"**HCC**"	hepatocellular carcinoma, a type of cancer arising from hepatocytes in predominantly cirrhotic liver
"**HCV**"	hepatitis C virus
"**HDAC inhibitor**"	any chemical that inhibits the function of histone deacetylase
"**HIV**"	human immunodeficiency virus
"**Hodgkin Lymphoma**"	a type of lymphoma
"**HPV**"	human papillomavirus
"**HR-MDS**"	high-risk myelodysplastic syndromes and are associated with excess blasts, poor-risk cytogenetics and multiple cytopenias
"**HR-QoL**"	health-related quality of life of an individual's or a group's perceived physical and mental health over time based on a multi-dimensional concept that includes domains related to physical, mental, emotional, and social functioning

"**IC**"	intensive chemotherapy
"**IC_{50}**"	half maximal inhibition, a measure of the potency of a substance in inhibiting a specific biological or biochemical function
"**ICE**"	ifosfamide, carboplatin, and etoposide, a category of chemotherapy regimens used in the treatment of NHL
"**ICH**"	the International Council for Harmonisation of Technical Requirements for Pharmaceuticals for Human Use
"**IDH**"	isocitrate dehydrogenase, including two isocitrate dehydrogenase isozymes that catalyze the oxidative decarboxylation of isocitrate to 2-oxoglutarate and are encoded by different types of isocitrate dehydrogenase genes, named IDH1 gene and IDH2 gene, respectively
"**IFN-γ**"	type II interferon, which is a cytokine that is critical for innate and adaptive immunity against viral, some bacterial infections and protozoal infections (infections caused by parasites)
"**IgG1**"	immunoglobulin G1, a dynamic antibody involved in a continuous process of half-molecules exchange
"**IMiDs**"	immunomodulatory imide drugs, a class of immunomodulatory drugs that adjust immune responses, containing an imide group
"**immunoglobulin**"	a protein that is made by B cells and plasma cells (types of white blood cells)
"**immuno-oncology**"	a type of immunotherapy that is specifically targeted to fight cancer
"**immunotherapy**"	use of the immune system to treat disease
"**immune checkpoint inhibitors**"	molecules that release the natural brakes which exist to control an immune response
"**IMP**"	importin

"***in vitro***"	a category of study conditions in which the effects of various biological entities are tested on whole, living organisms or cells, usually animals, including humans, and plants, as opposed to a tissue extract or dead organism
"***in vivo***"	a category of study conditions which are performed with microorganisms, cells, or biological molecules outside their normal biological context
"**IND**"	investigational new drug or investigational new drug application, also known as clinical trial application in China
"**IO**"	immuno-oncology, the study and development of treatments that take advantage of the body's immune system to fight cancer
"**IRC**"	independent review committee
"**lymphocytes**"	a sub-type of white blood cells, such as T cells, B cells and NK cells
"**kinase**"	a type of enzyme that catalyzes the transfer of phosphate groups from high-energy, phosphate-donating molecules to specific substrates. The protein kinases make up the majority of all kinases. Protein kinases act on proteins, phosphorylating them on their serine, threonine, tyrosine, or histidine residues. These kinases play a major role in protein and enzyme regulation as well as signalling in the cell
"**KOL(s)**"	key opinion leader(s)
"**KRAS**"	A type of gene that provides instructions for making a protein called K-Ras, part of the RAS/MAPK pathway
"**KRAS G12C**"	an oncogenic driver mutation with a glycine-to-cysteine substitution at codon 12 in multiple cancer types
"**mAb**"	monoclonal antibody, antibodies that are made by identical immune cells which are all clones belonging to a unique parent cell

"**MAC**"	membrane attack complex, a structure typically formed on the surface of pathogen cell membranes as a result of the activation of the host's complement system and one of the immune system's first responders
"**MAPK**"	mitogen activated protein kinase, a type of protein kinase that is specific to the amino acids serine and threonine
"**march-in rights**"	the right of the U.S. federal government to grant to entities other than the holder of a patent licenses or to take a license for itself if the U.S. federal government funded the development of such patent
"**mCR**"	marrow complete response
"**mCRC**"	metastatic colorectal cancer
"**mCRPC**"	metastatic castration resistant prostate cancer
"**MDS**"	myelodysplastic syndromes are a group of disorders caused by poorly formed blood cells or ones that do not work properly
"**MEK**"	mitogen-activated extracellular signal regulated kinases, pathways regulating cell proliferation via its impact on cell cycle control
"**melanoma**"	a type of cancer that develops from the pigment-containing cells known as melanocytes
"**metastatic**"	in reference to any disease, including cancer, disease producing organisms or of malignant or cancerous cells transferred to other parts of the body by way of the blood or lymphatic vessels or membranous surfaces
"**MFDS**"	Ministry of Food and Drug Safety of South Korea
"**MLR**"	mixed lymphocyte reaction
"**MM**"	multiple myeloma
"**MMP**"	matrix metallopeptidase, metalloproteinases that are calcium-dependent zinc-containing endopeptidases

"**MoA**"	mechanism of actions, the specific biochemical interaction through which a drug substance produces its pharmacological effect
"**MRD**"	minimal residual disease, a sensitivity marker for prognostic indicator
"**mRNA**"	a single-stranded Ribonucleic Acid (RNA) molecule that is complementary to one of the DNA strands of a gene
"**MTC**"	medullary thyroid cancer, a form of thyroid carcinoma originating from the parafollicular C cells, which produce the hormone calcitonin
"**MTD**"	maximum tolerated dose, the highest dose of a drug or treatment that does not cause unacceptable side effects
"**mTOR**"	mammalian target of rapamycin, a protein kinase that regulates protein synthesis and cell growth in response to growth factors, nutrients, energy levels, and stress
"**mTORC1**"	mammalian target of rapamycin complex 1, protein complex that functions as a nutrient/energy/redox sensor and controls protein synthesis
"**mTORC2**"	a rapamycin-insensitive protein complex formed by serine/threonine kinase mTOR that regulates cell proliferation and survival, cell migration and cytoskeletal remodelling
"**monoclonal antibodies**"	antibodies generated by identical immune cells that are all clones of the same parent cell
"**monotherapy**"	therapy that uses a single drug to treat a disease or condition
"**NAD**"	nicotinamide adenine dinucleotide, an abundant cofactor that participates in multiple aspects of cellular metabolism
"**NAMPT**"	an enzyme that is responsible for maintaining the intracellular NAD pool, plays a key role in the regulation of cellular metabolism and has cytokine-like activities

"**NCCN**"	National Comprehensive Cancer Network, an alliance of cancer centers in the United States, most of which are designated by the National Cancer Institute (one of the U.S. National Institutes of Health) as comprehensive cancer centers
"**NDA**"	new drug application
"**NHL**"	non-Hodgkin lymphoma
"**NK/T cell lymphoma**"	natural killer/T-cell lymphoma, an aggressive malignancy of putative natural killer-cell origin, with a minority deriving from the T-cell lineage
"**NPC**"	nuclear pore complexes, the gateways that connect the nucleoplasm and cytoplasm
"**NRDL**"	National Reimbursement Drug List, which names all the drugs covered by the medical insurance program in full or partially in China
"**NSCLC**"	non-small cell lung cancer
"**NZBW/F1**"	a category of mouse model with the F1 hybrid of New Zealand Black and New Zealand White mice
"**ORR**"	overall response rate
"**OS**"	overall survival
"**PAK4**"	p21-Activated kinase 4, a member of the PAK family, regulates a wide range of cellular functions, including cell adhesion, migration, proliferation, and survival
"**PARP**"	poly (ADP-ribose) polymerase, a family of proteins involved in a number of cellular processes
"**PBMCs**"	peripheral blood mononuclear cells
"**PCT**"	Patent Cooperation Treaty, an international patent law treaty concluded in 1970

"**PD-1**"	programmed cell death protein 1 or programmed death receptor 1, an immune checkpoint receptor expressed on T cells, B cells and macrophages. The normal function of PD-1 is to turn off the T cell mediated immune response as part of the process that stops a healthy immune system from attacking other pathogenic cells in the body. When PD-1 on the surface of a T cell attaches to certain proteins on the surface of a normal cell or a cancer cell, the T cell turns off its ability to kill the cell
"**PD-L1**"	PD-1 ligand 1, which is a protein on the surface of a normal cell or a cancer cell that attaches to PD-1 on the surface of the T cell that causes the T cell to turn off its ability to kill the cancer cell
"**PDUFA**"	The Prescription Drug User Fee Act, originally enacted into law by the United States Congress in 1992, which allows the FDA to collect fees from drug manufacturers to fund the NDA process
"**pharmacodynamics**" or "**PD**"	the study of how a drug affects an organism, which, together with pharmacokinetics, influences dosing, benefit, and adverse effects of the drug
"**pharmacokinetics**" or "**PK**"	the study of the bodily absorption, distribution, metabolism, and excretion of drugs, which, together with pharmacodynamics, influences dosing, benefit, and adverse effects of the drug
"**PI3K/AKT**"	an intracellular signal transduction pathway that promotes metabolism, proliferation, cell survival, growth and angiogenesis in response to extracellular signals
"**post-proof-of-concept**"	the stage of clinical studies after early drug development phases, where the success potential of later stage clinical studies are demonstrated
"**PR**"	partial response
"**PRDL**"	provincial reimbursement drug list, the provincial or local medical insurance catalogues in the different provinces of China which names the list of drugs covered by the medical insurance program in full or partially

"**pre-clinical studies**"	pre-clinical studies testing a drug on non-human subjects, to gather efficacy, toxicity, pharmacokinetic and safety information and to decide whether the drug is ready for clinical trials
"**principal investigator**"	the individual responsible for the conduct of a clinical study at a site
"**progression-free survival**" or "**PFS**"	the length of time during and after the treatment of a disease, such as cancer, that a patient lives with the disease but it does not get worse. In a clinical trial, measuring the progression-free survival is one way to see how well a new treatment works
"**QD**"	once daily
"**RAS**"	reticular activating system
"**R-CHOP**"	a category of treatment for NHL, which refers to rituximab (R), cyclophosphamide (C), doxorubicin hydrochloride (H), vincristine/oncovin (O) and prednisolone (P)
"**refractory**"	when used in reference to any type of cancer, cancer that does not respond to treatment. The cancer may be resistant at the beginning of treatment or it may become resistant during treatment
"**registrational trial**"	large confirmatory studies meant to establish an acceptable benefit/safety profile in order to gain regulatory approval for a precisely defined indication
"**relapsed**"	when used in reference to any disease, including cancer, the return of a disease or the signs and symptoms of a disease after a period of improvement. With respect to cancer, the likely relapse occurs because a few of the original cancer cells survived the initial treatment. Sometimes, this is because cancer cells spread to other parts of the body and were too small to be detected during the follow-up immediately after treatment
"**R-GDP**"	a chemotherapy regimen using rituximab, gemcitabine, dexamethasone and cisplatin

"**RICTOR**"	rapamycin-insensitive companion of mTOR, a protein that in humans is encoded by the RICTOR gene
"**RP2D**"	Recommended Phase II dose
"**R/R**"	relapsed/refractory
"**RSV**"	respiratory syncytial virus
"**SAEs**"	serious AEs, any untoward medical occurrence in human drug trials that at any dose: results in death; is life-threatening; requires inpatient hospitalization or causes prolongation of existing hospitalization; results in persistent or significant disability/incapacity; may have caused a congenital anomaly/birth defect, or requires intervention to prevent permanent impairment or damage
"**SCLC**"	small cell lung cancer, a fast-growing cancer that forms in tissues of the lung and can spread to other parts of the body
"**SD**"	stable disease. In oncology, it refers to cancer that is neither decreasing nor increasing in extent or severity
"**SEER**"	the Surveillance, Epidemiology, and End Results Program of the National Cancer Institute, a source of information on cancer incidence and survival in the U.S.
"**SMO**"	site management organization
"**sNDA**"	supplemental new drug application to FDA
"**second-line**"	with respect to any disease, the therapies that are tried when the first-line treatments do not work adequately or stop working. Sometimes first-line therapies show progress for a period of time followed by a stalling or continued growth of the cancer. Often the FDA, the NMPA or other drug regulatory authority will specifically approve a new drug for second-line therapy. This labelling is common for new drugs that treat cancers which already have accepted treatments

"**SINE**"	selective inhibitor of nuclear export, molecule that binds to and inhibits XPO1 specifically, blocking the export of tumor suppressor proteins from the nucleus
"**SLE**"	systemic lupus erythematosus
"**solid tumors**"	an abnormal mass of tissue that usually does not contain cysts or liquid areas. Solid tumors may be benign (not cancer), or malignant (cancer). Different types of solid tumors are named for the type of cells that form them. Examples of solid tumors are sarcomas, carcinomas, and lymphomas
"**stable disease**"	disease that is neither decreasing nor increasing in extent or severity
"**standard of care**"	treatment that is accepted by medical experts as a proper treatment for a certain type of disease and that is widely used by healthcare professionals. Also called best practice, standard medical care, and standard therapy
"**SDd**"	selinexor plus daratumumab and dexamethasone
"**SKd**"	selinexor plus carfilzomib and dexamethasone
"**SPd**"	selinexor plus pomalidomide and dexamethasone
"**SRd**"	selinexor plus lenalidomide and dexamethasone
"**SVd**"	selinexor plus bortezomib and dexamethasone
"**T cell**"	a lymphocyte of a type produced or processed by the thymus gland and actively participating in the immune response, which plays a central role in cell-mediated immunity. T cells can be distinguished from other lymphocytes, such as B cells and NK cells, by the presence of a T cell receptor on the cell surface
"**TFDA**"	Taiwan Food and Drug Administration
"**TGA**"	Therapeutic Goods Administration of Australia

"**TEAEs**" or "**treatment emergent adverse events**"	adverse events not present prior to medical treatment, or an already present event that worsens either in intensity or frequency following the treatment
"**TKIs**"	tyrosine kinase inhibitor, a pharmaceutical drug that inhibits tyrosine kinases
"**toxicity**"	the degree to which a substance or a mixture of substances can harm humans or animals. Acute toxicity involves harmful effects in an organism through a single or short-term exposure. It is expressed generally as a dose response
"**TRAE**"	treatment-related adverse events
"**TSP**"	tumor suppressor proteins
"**TTP**"	thrombotic thrombocytopenic purpura, a type of blood disorder under which blood clots form in small blood vessels throughout the body
"**TTR**"	transthyretin, a protein component of blood serum that functions especially in the transport of thyroxine
"**UCC**"	urothelial cell carcinoma, a type of cancer that typically occurs in the urinary system
"**URR**"	urea reduction ratio, the reduction in urea as a result of dialysis
"**Vd**"	bortezomib plus dexamethasone
"**VEGF**"	vascular endothelial growth factor, a gene critical for the growth and development of cancer cells
"**VEGFR**"	vascular endothelial growth factor receptor. There are three main subtypes of VEGF receptors, including VEGFR1, VEGFR2 and VEGFR3
"**VGPR**"	very good partial response
"**XPO1**"	exportin 1, a eukaryotic protein that mediates the nuclear export of proteins

This prospectus contains forward-looking statements that relate to our current expectations and views of future events. These forward-looking statements are contained principally in the sections headed "Summary," "Risk Factors," "Use of Proceeds," "Financial Information," "Industry Overview" and "Business." These statements relate to events that involve known and unknown risks, uncertainties and other factors, including those listed in the section headed "Risk Factors" in this prospectus, which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

In some cases, these forward-looking statements can be identified by words or phrases such as "may," "will," "expect," "anticipate," "aim," "estimate," "intend," "plan," "believe," "potential," "continue," "is/are likely to" or other similar expressions. These forward-looking statements include, among other things, statements relating to:

- our operations and business prospects;
- our financial conditions and our operating results and performance;
- industry trends and competition;
- our services and products under development or planning;
- our strategies and initiatives, business plans, objectives and goals;
- our ability to attract users and further enhance our brand recognition;
- our dividend distribution plans;
- the amount and nature of, and potential for, future development of our business;
- general political and economic conditions; and
- changes to regulatory and operating conditions in the markets in which we operate.

These forward-looking statements are subject to risks, uncertainties and assumptions, some of which are beyond our control. In addition, these forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. Actual outcomes may differ materially from the information contained in the forward-looking statements as a result of a number of factors, including, without limitation, the risk factors set forth in the section headed "Risk Factors" in this prospectus.

The forward-looking statements made in this prospectus relate only to events or information as of the date on which the statements are made in this prospectus. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. You should read this prospectus completely and with the understanding that our actual future results or performance may be materially different from what we expect.

In this prospectus, statements of, or references to, our intentions or those of any of our Directors are made as of the date of this prospectus. Any of these intentions may change in light of future development.

An investment in our Shares involves significant risks. You should carefully consider all of the information in this prospectus, including the risks and uncertainties described below, before making an investment in our Shares. The following is a description of what we consider to be our material risks. Any of the following risks could have a material adverse effect on our business, financial condition and results of operations. In any such case, the market price of our Shares could decline, and you may lose all or part of your investment. These factors are contingencies that may or may not occur, and we are not in a position to express a view on the likelihood of any such contingency occurring. The information given is as at the Latest Practicable Date unless otherwise stated, will not be updated after the date hereof, and is subject to the cautionary statements in "Forward-looking Statements" in this prospectus.

We believe there are certain risks and uncertainties involved in our operations, some of which are beyond our control. We have categorized these risks and uncertainties into: (i) risks relating to our financial position and need for additional capital; (ii) risks relating to our business, consisting of (a) risks relating to the pre-clinical and clinical development of our drug candidates, (b) risks relating to extensive government regulation, (c) risks relating to manufacturing and commercialization of our drug candidates, (d) risks relating to our intellectual property rights, and (e) risks relating to our reliance on third parties; (iii) risks relating to our operations; (iv) risks relating to our doing business in China; and (v) risks relating to the Global Offering.

Additional risks and uncertainties that are presently not known to us or not expressed or implied below or that we currently deem immaterial could also have a material adverse effect on our business, financial condition and operating results. You should consider our business and prospects in light of the challenges we face, including the ones discussed in this section.

RISKS RELATING TO OUR FINANCIAL POSITION AND NEED FOR ADDITIONAL CAPITAL

We have incurred significant net losses since our inception, and expect to continue to incur net losses for the foreseeable future and may not be able to generate sufficient revenue to achieve or maintain profitability. Potential investors are at risk of losing substantially all of their investments in our Shares.

Investment in pharmaceutical drug development is highly speculative. Drug development entails substantial upfront capital expenditures and significant risk that a drug candidate fails to obtain regulatory approval or become commercially viable. We continue to incur significant expenses related to our ongoing operations. We have incurred losses in each period since our inception. In 2018, 2019 and the six months ended June 30, 2020, we had a loss for the year/period of RMB146.0 million, RMB323.8 million and RMB537.7 million, respectively. Substantially all of our losses incurred during the Track Record Period resulted from costs incurred in connection with our research and development programs, administrative expenses and fair value loss on convertible redeemable preferred shares.

We expect to continue to incur significant losses for the foreseeable future, and we expect our operating losses to increase as we continue to expand our development of, and seek regulatory approvals for, our drug candidates, and continue to build up our manufacturing capability, commercialization and sales workforce in anticipation of the future roll-out of our drug candidates. Typically, it takes many years to develop one new drug from the drug-discovery stage to when it is available for treating patients. In addition, we will continue to incur costs associated with operating as a public company and in support of our growth as a development-stage or commercial-stage biopharmaceutical company. The size of our future net losses will depend, in part, on the number and scope of our drug development programs and the associated costs of those programs, the cost of commercializing any approved products, our ability to generate revenues, and the timing and amount of milestones and other payments we make or receive with or through arrangements with third parties. If any of our drug candidates fails in clinical trials or does not obtain regulatory approval, or if approved, fails to achieve market acceptance, we may never become profitable. Even if we become profitable in the future, we may not be able to remain profitable in subsequent periods. Our failure to become and remain profitable would decrease the value of our Company and could impair our ability to raise capital, maintain our research and development efforts, expand our business, or continue our operations. As a result, you may lose substantially all or part of your investment.

We had net operating cash outflow during the Track Record Period.

We had net cash used in operating activities of RMB113.1 million, RMB121.5 million and RMB139.0 million for the years ended December 31, 2018 and 2019 and the six months ended June 30, 2020, respectively. While we believe we have sufficient working capital to fund our current operations for the next 12 months, we expect that we may continue to experience net cash outflows from our operating activities for the foreseeable future. If we are unable to maintain adequate working capital, we may default on our payment obligations such the milestone payments under our licensing agreements, be unable to meet our capital expenditure requirements, be forced to scale back our operations, and/or experience other negative impacts on our operations, which may have a material adverse effect on our business, financial condition, results of operations and prospects.

We may need additional capital to meet our operating cash requirements, and financing may not be available on terms acceptable to us, or at all.

We believe our current cash and cash equivalents and the estimated net proceeds from the Global Offering will be sufficient to meet our anticipated cash needs for at least the next 12 months from the date of this prospectus. We may, however, require additional cash resources to meet our continued operating cash requirements in the future, especially to fund our research and development activities. Our cash operating costs mainly consist of (i) research and development costs including employee costs, licensing fees and third party contracting costs and (ii) workforce employment costs. For the six months ended June 30, 2020, we incurred total cash operating costs of RMB146.7 million. For further details of our cash operating costs,

please see "Financial Information – Cash Operating Costs." We expect our cash operating costs will increase significantly in light of our expanding clinical trial programs. If the financial resources available to us after the Listing are insufficient to satisfy our cash requirements, we may seek additional funding through equity offerings, debt financings, collaborations and licensing arrangements. It is uncertain whether financing will be available in the amounts or on terms acceptable to us, if at all. If we were not able to obtain additional capital to meet our cash requirements in the future, our business, financial condition, results of operations and prospects could be materially and adversely affected.

We have a limited operating history, which may make it difficult to evaluate our current business and predict our future performance.

We are a development-stage biopharmaceutical company and our predecessor Antengene Zhejiang was founded in 2016. Our operations to date have focused on conducting pre-clinical studies and clinical trials of our drug candidates, establishing our intellectual property portfolio, organizing and staffing, business planning, and raising capital. As of the Latest Practicable Date, we had no product approved for commercial sale. Our limited operating history, particularly in light of the rapidly evolving biopharmaceutical industry, may make it difficult to evaluate our current business and reliably predict our future performance. We may encounter unforeseen expenses, difficulties, complications, delays and other business uncertainties. If we do not address these business uncertainties and difficulties successfully, our business will suffer. These risks may cause potential investors to lose substantially all or part of their investment.

We may need additional financing to fund our operations, and if we are unable to obtain such financing, we may be unable to complete the development and commercialization of our drug candidates.

Our drug candidates will require the completion of clinical development, regulatory review, significant marketing efforts and substantial investment before they can provide us with product sales revenue. Our operations have consumed substantial amounts of cash since inception. Our operating activities used RMB113.1 million, RMB121.5 million and RMB139.0 million of net cash during the years ended December 31, 2018 and 2019 and the six months ended June 30, 2020, respectively. We expect to continue to spend substantial amounts on advancing the clinical development of our drug candidates, and launching and commercializing any approved drug candidates for which we receive regulatory approval. Our existing cash and cash equivalents may not be sufficient to enable us to complete all development or commercially launch all of our current drug candidates for the currently anticipated indications and to invest in additional research and development programs. Accordingly, we will require further funding through public or private offerings, debt financing, collaboration, and licensing arrangements or other sources. Our forecast of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement and involves risks and uncertainties, and actual results could vary as a result of a number of factors,

including the factors discussed elsewhere in this "Risk Factors" section. We have based this estimate on assumptions that may prove to be wrong, and we could exhaust our available capital resources sooner than we currently expect. Our future funding requirements will depend on many factors, including:

- the progress, timing, scope and costs of our clinical trials, including the ability to timely enroll patients in our planned and potential future clinical trials;
- the outcome, timing and cost of regulatory approvals of our drug candidates;
- the costs related to discovery and early development of additional drug candidates;
- the cost and timing of development and completion of commercial-scale internal or outsourced manufacturing activities;
- the number and characteristics of drug candidates that we may develop;
- the manufacturing requirements and capabilities related to clinical development and future commercialization for any approved drug candidates;
- selling and marketing costs associated with any future drug candidates that may be approved, including the cost and timing of expanding our marketing and sales capabilities;
- the amount and timing of any profit sharing, milestone and royalty payments we receive from or pay to our current or future collaborators;
- the terms and timing of any potential future collaborations, licensing or other arrangements that we may establish;
- cash requirements of any future development of other pipeline drug candidates; and
- our headcount growth and associated costs.

However, if the commercialization of our drug candidates is delayed or terminated, or if the expenses associated with drug development and commercialization increase substantially, we may need to obtain additional financing to fund our operations. Adequate additional funding may not be available to us on acceptable terms, or at all. If we were unable to raise capital when needed or on attractive terms, we would be forced to delay, reduce or eliminate our research and development programs or future commercialization efforts. Our inability to obtain additional funding when we need it could materially and adversely affect our business.

Raising additional capital may cause dilution to our shareholders, restrict our operations or require us to relinquish rights to our technologies or drug candidates.

We may seek additional funding through a combination of equity offerings, debt financings, collaborations and licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, your ownership interest will be diluted, and the terms may include liquidation or other preferences that may adversely affect your rights as a holder of our Shares. Incurring additional debt could result in increased fixed payment obligations and could also result in certain additional restrictive covenants, such as limitations on our ability to incur additional debt or issue additional equity, limitations on our ability to acquire or license intellectual property rights and other operating restrictions that could adversely impact our ability to conduct our business. In addition, issuance of additional equity securities, or the possibility of such issuance, may cause the market price of our Shares to decline. In the event that we enter into collaborations or licensing arrangements in order to raise capital, we may be required to accept unfavorable terms, including relinquishing or licensing to a third party on unfavorable terms our rights to technologies or drug candidates that we otherwise would seek to develop or commercialize ourselves or potentially reserve for future arrangements when we might be able to achieve more favorable terms.

Our results of operations, financial condition and prospects may be adversely affected by fair value changes in our convertible redeemable preferred shares.

During the Track Record Period, we issued convertible redeemable preferred shares, which are designated as financial liabilities. For the years ended December 31, 2018 and 2019, and for the six months ended June 30, 2019 and 2020, we realized net fair value loss in convertible redeemable preferred shares of nil, RMB214.5 million, RMB93.5 million and RMB317.4 million, respectively. We expect to recognize additional loss from the fair value changes of the convertible redeemable preferred shares after June 30, 2020 to the Listing Date, which is subject to uncertainties with respect to the valuation of convertible redeemable preferred shares due to the use of unobservable inputs. After the automatic conversion of the convertible redeemable preferred shares into Shares upon the Listing, which will result in a net asset position, we do not expect to recognize any further loss or gain on fair value changes from the convertible redeemable preferred shares post Listing. If we continue to incur such fair value losses, our results of operations, financial condition and prospects may be adversely affected.

We incurred net liabilities during the Track Record Period.

We were in a net current asset position during the Track Record Period, but had net liabilities of RMB158.6 million, RMB557.6 million and RMB1,013.1 million as of December 31, 2018, 2019 and June 30, 2020, respectively, primarily attributable to our convertible redeemable preferred shares which we recorded as non-current liabilities, which amounted to RMB138.1 million, 1,269.5 million and 1,586.8 million as of December 31, 2018, 2019 and June 30, 2020, respectively. Although we expect our net liability position to be reversed after the automatic conversion of the convertible redeemable preferred shares into Shares upon the Listing, a net liabilities position can expose us to the risk of shortfalls in liquidity. This in turn

would require us to seek adequate financing from sources such as external debt, which may not be available on terms favorable or commercially reasonable to us or at all. Any difficulty or failure to meet our liquidity needs as and when needed can have a material adverse effect on our prospects.

RISKS RELATING TO OUR BUSINESS

Risks Relating to Our Reliance on Third Parties

We have entered into collaborations and may form or seek collaborations or strategic alliances or enter into licensing arrangements in the future, we may not realize the benefits of such alliances or licensing arrangements, and disputes may arise between us and our Collaboration Partners which could harm our business.

We have in the past formed, and may in the future seek and form, strategic alliances, joint ventures or other collaborations, including entering into licensing arrangements with third parties that we believe will complement or augment our development and commercialization efforts with respect to our drug candidates and any future drug candidates that we may develop. Any of these relationships may require us to incur non-recurring and other charges, increase our near and long-term expenditures, issue securities that dilute our existing shareholders or disrupt our management and business.

Our strategic collaboration with partners involves numerous risks. We may not achieve the revenue and cost synergies expected from the transaction. These synergies are inherently uncertain, and are subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and are beyond our control. If we achieve the expected benefits, they may not be achieved within the anticipated time frame. Also, the synergies from our collaboration with partners may be offset by other costs incurred in the collaboration, increases in other expenses, operating losses or problems in the business unrelated to our collaboration. As a result, there can be no assurance that these synergies will be achieved.

We face significant competition in seeking appropriate strategic partners and the negotiation process is time-consuming and complex. Moreover, we may not be successful in our efforts to establish a strategic partnership or other alternative arrangements for our drug candidates because they may be deemed to be at too early of a stage of development for collaborative effort and third parties may not view our drug candidates as having the requisite potential to demonstrate safety and efficacy or commercial viability. If and when we collaborate with a third party for development and commercialization of a drug candidate, we can expect to relinquish some or all of the control over the future success of that drug candidate to the third party. For any drug candidates that we may seek to in-license from third parties, we may face significant competition from other pharmaceutical or biopharmaceutical companies with greater resources or capabilities than us, and any agreement that we do enter into may not result in the anticipated benefits.

Disputes may arise between us and our Collaboration Partners. Such disputes may cause delay or termination of the research, development or commercialization of our drug candidates, or may result in costly litigation or arbitration that diverts management attention and resources. Global markets are an important component of our growth strategy. If we fail to obtain licenses or enter into collaboration arrangements with third parties in other markets, or if third-party collaborator is not successful, our revenue-generating growth potential will be adversely affected. Moreover, international business relationships subject us to additional risks that may materially adversely affect our ability to attain or sustain profitable operations, including:

- efforts to enter into collaboration or licensing arrangements with third parties in connection with our international sales, marketing and distribution efforts may increase our expenses or divert our management's attention from the acquisition or development of drug candidates;

- decisions of our collaborators, especially those in combo therapy trials, to delay any clinical trials, provide insufficient funding for a clinical trial, stop a clinical trial, abandon a drug candidate, repeat or conduct new clinical trials, or require a new formulation of a drug candidate for clinical testing, or not to pursue development and commercialization of our drugs and drug candidates, continue or renew development or commercialization programs based on clinical trial results or other external factors;

- difficulty of effective enforcement of contractual provisions in local jurisdictions;

- third parties obtaining and maintaining patent, trade secret and other intellectual property protection and regulatory exclusivity for our drug candidates;

- difficulty of ensuring that third-party partners do not infringe, misappropriate, or otherwise violate the patent, trade secret, or other intellectual property rights of others;

- unexpected changes in or imposition of trade restrictions, such as tariffs, sanctions or other trade controls, and similar regulatory requirements;

- economic weakness, including inflation;

- compliance with tax, employment, immigration and labor laws for employees traveling abroad;

- the effects of applicable foreign tax structures and potentially adverse tax consequences;

- currency fluctuations, which could result in increased operating expenses and reduced revenue;

- workforce uncertainty and labor unrest;

- failure of our employees and contracted third parties to comply with United States Department of the Treasury's Office of Foreign Assets Control rules and regulations and the United States Foreign Corrupt Practices Act of 1977, as amended ("**FCPA**"); and

- business interruptions resulting from geopolitical actions, including war and acts of terrorism, or natural disasters, including earthquakes, volcanoes, typhoons, floods, hurricanes and fires.

Our rights to develop and commercialize some of our drug candidates are subject to the terms and conditions of licenses granted to us by others.

We rely on licenses to certain patent rights and other intellectual property from third parties that are important or necessary to the development, manufacture or commercialization of our drug candidates and certain of these third parties from which we have been granted licenses themselves rely on licenses from other third parties. These and other licenses may not provide exclusive rights to use such intellectual property in all relevant fields of use or in all territories in which we may wish to develop or commercialize our future approved drugs. As a result, we may not be able to develop, export or sell our drug products outside of the fields or territories as stipulated by the collaboration agreements or prevent competitors from developing and commercializing competitive drug products in territories included in all of our licenses.

In addition, we may not have the right to control the preparation, filing, prosecution, maintenance, enforcement or defense of patents and patent applications covering the drug candidates that we license from third parties. For example, under the agreement with Celgene in relation to ATG-008 (onatasertib), Celgene has the first right to bring infringement actions against third parties even in the territories that were assigned to us. If Celgene elects to exercise that right, this may limit our ability to protect and maintain the intellectual property rights licensed to us. Therefore, we cannot be certain that these patents and patent applications will be prepared, filed, prosecuted, maintained, enforced and defended in a manner consistent with the best interests of our business. If our licensing partners fail to prosecute, maintain, enforce or defend such patents, or lose rights to those patents or patent applications, the rights we have licensed may be reduced or eliminated, and our right to develop and commercialize any of our drugs that are subject of such licensed rights could be adversely affected.

Our licensing partners may have relied on third-party consultants or collaborators or on funds from third parties, or on upstream licenses from third parties, such that our licensing partners are not the sole and exclusive owners of the intellectual property rights we in-license. This could have a material adverse effect on our competitive position, business, financial conditions, results of operations and prospects.

In spite of our best efforts, our licensing partners might conclude that we have materially breached our license agreements and might therefore terminate the license agreements, thereby terminating our ability to develop and commercialize drug products covered by these license agreements. If any of our licensing partners go bankrupt, some or all of our rights under the licensing agreements may be rejected during the bankruptcy proceeding. In such scenario, or if these licenses are terminated, or if the underlying patents fail to provide the intended exclusivity, competitors would have the freedom to seek regulatory approval of, and to market, products identical to ours. In addition, we may seek to obtain additional licenses from our licensing partners in a manner that may be more favorable to the licensing partners, including by agreeing to terms that could enable third parties (potentially including our competitors) to receive licenses to a portion of the intellectual property that is subject to our existing licenses. Any of these events could have a material adverse effect on our competitive position, business, financial conditions, results of operations and prospects. For details, see "Business — Collaboration and Licensing Arrangements."

We rely on third parties to conduct a certain number of our pre-clinical studies and clinical trials. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, we may not be able to obtain regulatory approval for or commercialize our drug candidates, or experience delay in doing any of the foregoing, and our business could be substantially harmed.

We have relied upon and plan to continue to rely upon third-party CROs to generate, monitor or manage data for our ongoing pre-clinical and clinical programs. We rely on these parties for execution of our pre-clinical studies and clinical trials, and control only certain aspects of their activities. Nevertheless, we are responsible for ensuring that each of our studies is conducted in accordance with the applicable protocol, legal and regulatory requirements and scientific standards, and our reliance on the CROs does not relieve us of our regulatory responsibilities. We, our CROs for our clinical programs and our clinical investigators are required to comply with GCPs, which are regulations and guidelines enforced by the NMPA and other comparable regulatory authorities for all of our drugs in clinical development. If we or any of our CROs or clinical investigators fail to comply with applicable GCPs, the clinical data generated in our clinical trials may be deemed unreliable and the NMPA or comparable regulatory authorities may require us to perform additional clinical trials before approving our marketing applications. In addition, our pivotal clinical trials must be conducted with product produced under GMP regulations. Our failure to comply with these regulations may require us to repeat clinical trials, which would delay the regulatory approval process.

If any of our relationships with these third-party CROs terminate, we may not be able to enter into arrangements with alternative CROs on commercially reasonable terms, or at all. In addition, our CROs are not our employees. Except for remedies available to us under our agreements with such CROs, we cannot control whether or not they devote sufficient time and resources to our ongoing clinical and non-clinical programs. If CROs do not successfully carry out their contractual duties or obligations or meet expected deadlines, if they need to be replaced or if the quality or accuracy of the clinical data they or our clinical investigators obtain is compromised due to failure to adhere to our clinical protocols, regulatory

requirements or for other reasons, our clinical trials may be extended, delayed or terminated and we may not be able to obtain regulatory approval for or successfully commercialize our drug candidates. As a result, our results of operations and the commercial prospects for our drug candidates would be harmed, our costs could increase and our ability to generate revenues could be delayed.

Switching or adding CROs involves additional cost and delays, which can materially influence our ability to meet our desired clinical development timelines. There can be no assurance that we will not encounter similar challenges or delays in the future or that these delays or challenges will not have a material adverse effect on our business, financial condition and prospects.

Our future revenues are dependent on our ability to work effectively with collaborators to develop our drug candidates, including obtaining regulatory approval. Our arrangements with collaborators will be critical to successfully bringing products to market and commercializing them. We rely on collaborators in various respects, including to undertake research and development programs and conduct clinical trials, manage or assist with the regulatory filings and approval process and to assist with our commercialization efforts. We do not control our collaborators. Therefore, we cannot ensure that these third parties will adequately and timely perform all of their obligations to us. If third parties fail to complete the remaining studies successfully, or at all, it could delay, adversely affect or prevent regulatory approval. In addition, the use of third-party service providers requires us to disclose our proprietary information to these parties, which could increase the risk that this information will be misappropriated. We cannot guarantee the satisfactory performance of any of our collaborators and if any of our collaborators breach or terminate their agreements with us, we may not be able to successfully commercialize the licensed drug which could materially and adversely affect our business, financial condition, cash flows and results of operations.

We expect to rely on third parties to supply raw materials for manufacturing and/or manufacture our drugs when approved, and our business could be harmed if those third parties fail to provide us with sufficient quantities of the raw materials or the drug product or fail to do so at acceptable quality levels or prices.

We currently use third parties for our manufacturing process and for the clinical supply of our drug candidates, some of which are among our five largest suppliers during the Track Record Period. We expect to continue to rely on third-parties to supply raw materials for us to manufacture or manufacture the approved drugs in the future. Reliance on third-party manufacturers would expose us to the following risks:

- we may be unable to identify manufacturers on acceptable terms or at all because the number of potential manufacturers is limited and the NMPA, FDA, TFDA, TGA, MFDS or other comparable regulatory authorities must evaluate and/or approve any manufacturers as part of their regulatory oversight of our drug candidates. This evaluation would require new testing and cGMP-compliance inspections by the NMPA, FDA, TFDA, TGA, MFDS or other comparable regulatory authorities;

- our third-party manufacturers might be unable to timely manufacture our drug candidates or produce the quantity and quality required to meet our clinical and commercial needs, if any;

- manufacturers are subject to ongoing periodic unannounced inspection by the regulatory authorities to ensure strict compliance with cGMP and other government regulations. We do not have control over third-party manufacturers' compliance with these regulations and requirements;

- we may not own, or may have to share, the intellectual property rights to any improvements made by our third-party manufacturers in the manufacturing process for our drug candidates;

- manufacturers may not properly obtain, protect, maintain, defend or enforce our intellectual property rights or may use our intellectual property or proprietary information in a way that gives rise to actual or threatened litigation that could jeopardize or invalidate our intellectual property or proprietary information or expose us to potential liability;

- manufacturers may infringe, misappropriate or otherwise violate the patent, trade secret or other intellectual property rights of third parties;

- raw materials and components used in the manufacturing process, particularly those for which we have no other source or supplier, may not be available or may not be suitable or acceptable for use due to material or component defects; and

- our contract manufacturers and critical reagent suppliers may be subject to inclement weather, as well as natural or human-made disasters.

Each of these risks could delay or prevent R&D activities, result in higher costs, or adversely impact commercialization of our future approved drug candidates. In addition, we will rely on third parties to perform certain specification tests on our drug candidates prior to delivery to patients. If these tests are not appropriately done and test data are not reliable, patients could be put at risk of serious harm, and regulatory authorities could place significant restrictions on our Company until deficiencies are remedied.

Manufacturers of drug and pharmaceutical products often encounter difficulties in production, particularly in scaling up or out, validating the production process, and assuring high reliability of the manufacturing process (including the absence of contamination). These problems include logistics and shipping, difficulties with production costs and yields, quality control, including stability of the product, product testing, operator error, availability of qualified personnel, as well as compliance with strictly enforced regulations. Furthermore, if contaminants are discovered in our supply of our drug candidates or in the manufacturing facilities, such manufacturing facilities may need to be closed for an extended period of time

to investigate and remedy the contamination. We cannot assure you that any stability failures or other issues relating to the manufacture of our drug candidates will not occur in the future, either relating to our third-party CDMOs or on our manufacturing facilities we plan to build in the future. Additionally, our manufacturers may experience manufacturing difficulties due to resource constraints or as a result of labor disputes or unstable political environments. If our manufacturers were to encounter any of these difficulties, or otherwise fail to comply with their contractual obligations, our ability to provide any future approved drug candidates for commercial sale and our drug candidates to patients in clinical trials would be jeopardized. Any delay or interruption in the provision of clinical trial supplies could delay the completion of clinical trials, increase the costs associated with maintaining clinical trial programs, and, depending upon the period of delay, require us to begin new clinical trials at additional expense or terminate clinical trials completely.

We had a limited number of suppliers during the Track Record Period and the loss of one or more of our key suppliers could disrupt our operations.

In 2018 and 2019 and the six months ended June 30, 2020, our purchases from our five largest suppliers in the aggregate accounted for 92.5% and 86.3% and 77.7% of our total purchases, respectively. During the Track Record Period, we had a small number of suppliers, and the largest purchase amounts related to upfront payments for drug in-licensing and acquisition arrangements, which were not recurring in nature. Our other major purchases were fees paid to CROs and CDMOs we engaged to manage, conduct and/or support our pre-clinical research and clinical trials. We expect to continue our purchases from these suppliers as we fund the continuing research and development activities of our Core Products and other drug candidates in our pipeline. We believe that we have long and stable relationships with our existing large third-party suppliers. However, the stability of operations and business strategies of our suppliers are beyond our control, and we cannot assure you that we will be able to secure a stable relationship and high-quality outsourced services with our large suppliers. If any of our large suppliers terminates its business relationship with us, we may encounter difficulty in finding a replacement that can provide services of equal quality at a similar price. If this occurs, our operations may be significantly disrupted.

Our employees, collaborators, service providers, independent contractors, principal investigators, consultants, vendors and CROs may engage in misconduct or other improper activities.

We are exposed to the risk that our employees, collaborators, independent contractors, principal investigators, consultants, vendors and CROs may engage in fraudulent or other illegal activity with respect to our business. Misconduct by these employees could include intentional, reckless and/or negligent conduct or unauthorized activity that violates:

- NMPA regulations, including those laws requiring the reporting of true, complete and accurate information to the NMPA;

- manufacturing standards; or

- laws that require the true, complete and accurate reporting of financial information or data.

In particular, sales, marketing and business arrangements in the healthcare industry are subject to extensive laws and regulations intended to prevent fraud, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. Misconduct by these parties could also involve individually identifiable information, including, without limitation, the improper use of information obtained in the course of clinical trials, or illegal misappropriation of drug product, which could result in regulatory sanctions and serious harm to our reputation. We may not be able to identify and deter employee misconduct, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, possible exclusion from the NRDL, contractual damages, reputational harm, diminished profits and future earnings and curtailment of our operations.

If we fail to comply with our obligations in the agreements under which we obtain or in-license intellectual property rights from third parties, we could be required to pay monetary damages or could lose license rights that are important to our business.

We have entered into and may in the future enter into additional license agreements with third parties providing us with rights to various third-party intellectual property, including rights in patents, patent applications and copyrights. These license agreements may impose diligence, development or commercialization timelines and milestone payment, royalty, insurance and other obligations on us. If we fail to comply with our obligations under any of our current or future license agreements, our counterparties may have the right to terminate these agreements, in which event we might not be able to develop, manufacture or market any drug or drug candidate that is covered by the licenses provided for under these agreements or we may face claims for monetary damages or other penalties under these agreements. Such an occurrence could diminish the value of these products and our business. Termination of the licenses provided for under these agreements or reduction or elimination of our rights under these agreements may result in our having to negotiate new or reinstated agreements with less favorable terms, or cause us to lose our rights under such agreements to important intellectual property or technology or our rights to develop and commercialize our drug candidates. In addition, such an event may cause us to experience significant delays in the development and commercialization of our drug candidates or incur liability for damages. If any such license is

terminated, our competitors or other third parties could have the freedom to seek regulatory approval of, and to market, products and technologies identical or competitive to ours and we may be required to cease our development and commercialization of certain of our drug candidates.

In addition, we may need to obtain additional licenses from licensors and others to advance our research or allow commercialization of drug candidates we may develop. In connection with obtaining such licenses, we may agree to amend our existing licenses in a manner that may be more favorable to the licensors, including by agreeing to terms that could enable third parties, including our competitors, to receive licenses to a portion of the intellectual property that is subject to our existing licenses and to compete with our drug candidates and technology. It is possible that we may be unable to obtain any additional licenses at a reasonable cost or on reasonable terms, if at all. In that event, we may be required to expend significant time and resources to redesign our drug candidates or the methods for manufacturing them or to develop or license replacement technology, all of which may not be feasible on a technical or commercial basis. If we are unable to do so, we may be unable to develop or commercialize the affected drug candidates, which could materially and adversely affect our business, financial condition, results of operations, and prospects significantly.

Disputes may arise regarding intellectual property subject to a license agreement, including:

- the scope of rights granted under the license agreement and other interpretation-related issues;
- our or our licensors' obligation to obtain, maintain and defend intellectual property and to enforce intellectual property rights against third parties;
- the extent to which our technology, drug candidates and processes infringe, misappropriate or otherwise violate intellectual property of the licensors that is not subject to the license agreements;
- the sublicensing of patent and other intellectual property rights under our license agreements;
- our diligence, financial or other obligations under the license agreement and what activities satisfy those diligence obligations;
- the inventorship and ownership of inventions and know-how resulting from the joint creation or use of intellectual property by our licensors and us and our partners; and the priority of invention of patented technology; and
- the priority of invention of patented technology.

In addition, the agreements under which we license intellectual property or technology from third parties are, and any such future license agreements are likely to be, complex, and certain provisions in such agreements may be susceptible to multiple interpretations. The resolution of any contract interpretation disagreement that may arise could narrow what we believe to be the scope of our rights to the relevant intellectual property or technology, or increase what we believe to be our diligence, financial or other obligations under the relevant agreement, either of which could have a material adverse effect on our business, financial condition, results of operations, and prospects. Moreover, if disputes over intellectual property that we have licensed or any other dispute described above related to our license agreements prevent or impair our ability to maintain our licensing arrangements on commercially acceptable terms, we may be unable to successfully develop and commercialize the affected drug candidates. Any of the foregoing could have a material adverse effect on our competitive position, business, financial conditions, results of operations, and prospects.

Securities litigation or other litigation against our collaboration partners could cause substantial damages to them and may impact our collaboration.

Some of our drug candidates (including our Core Products) are in-licensed from collaboration partners, including public companies listed in United States. Public companies, especially those in the United States, often face securities class action litigation for alleged material misstatements and omissions relating to public disclosure following a decline in the share price of their securities. From time to time, our public company collaboration partners may be targets of such litigations. For example, there is an ongoing securities class action lawsuit against Karyopharm and certain of its current and former executive officers and directors in relation to Karyopharm's public disclosure on, among other things, study results of selinexor from the STORM trial. The outcome of litigation is necessarily uncertain and any of our collaboration partners, including Karyopharm, may have to pay substantial monetary damages in relation to such lawsuits. In the extreme scenario where any of our collaboration partners becomes insolvent and faces liquidation as a result of the lawsuits against them, its business and collaboration with us may be negatively affected.

Risks Relating to the Pre-clinical and Clinical Development of Our Drug Candidates

Our business and financial prospects depend substantially on the success of our clinical stage and pre-clinical stage drug candidates. If we are unable to successfully complete their clinical development, obtain relevant regulatory approvals or achieve their commercialization, or if we experience significant delays in any of the foregoing, our business and profitability may be adversely affected.

Our ability to generate revenue and become profitable depends on the successful completion of the development of our drug candidates, obtaining necessary regulatory approvals, and manufacturing and commercializing our drug candidates. We have invested a significant portion of our efforts and financial resources in the development of our existing drug candidates, and we expect to continue to incur substantial and increasing expenditures for the development and commercialization of our drug candidates.

The success of our drug candidates will depend on several factors, including but not limited to:

- successful enrollment of patients in, and completion of, clinical trials, as well as completion of pre-clinical studies;
- favorable safety and efficacy data from our clinical trials and other studies;
- obtaining sufficient supplies of any drug products that are used in combination with our drug candidates, competitor drugs or comparison drugs that may be necessary for use in clinical trials for evaluation of our drug candidates;
- receipt of regulatory approvals;
- establishing sufficient commercial manufacturing capabilities, either by building facilities ourselves or making arrangements with third-party manufacturers;
- the performance by contract research organizations CROs or other third parties we may retain to conduct clinical trials, of their duties to us in a manner that complies with our protocols and applicable laws and that protects the integrity of the resulting data;
- obtaining, maintaining and enforcing patent, trademark, trade secret and other intellectual property protection and regulatory exclusivity for our drug candidates;
- ensuring we do not infringe, misappropriate or otherwise violate the patents, trademarks, trade secrets or other intellectual property rights of third parties, and successfully defend against any claims by third parties that we have infringed, misappropriated or otherwise violated any intellectual property of any such third party;
- successfully launching commercial sales of our drug candidates, if and when approved;
- obtaining and maintaining favorable reimbursement from third-party payers for drugs, if and when approved;
- competition with other drug candidates and drugs; and
- continued acceptable safety profile of our drug candidates following regulatory approval.

If we do not achieve one or more of these factors in a timely manner or at all, we could experience significant delays in obtaining approval for and/or successfully commercializing our drug candidates, which would materially and adversely affect our business and we may not be able to generate sufficient revenues and cash flows to continue our operations.

We face substantial competition and our competitors may discover, develop or commercialize competing drugs earlier or more successfully than we do.

The development and commercialization of new drugs is highly competitive. We face competition from major pharmaceutical companies, specialty pharmaceutical companies and biopharmaceutical companies worldwide.

Competition in therapeutic areas such as oncology to which our Core Products and most of our other pipeline assets belong is fierce given the abundance of existing competing drugs and drug candidates that continue to increase competition in the market. Many of the companies against which we are competing or against which we may compete in the future have significantly greater financial, technical and human resources and expertise in research and development, manufacturing, pre-clinical testing, conducting clinical trials, obtaining regulatory approvals and marketing approved drugs than we do. We face intense and increasing competition as new drugs enter the market and advanced technologies become available.

Our commercial opportunity could be reduced or eliminated if our competitors develop and commercialize drugs that are safer, more effective, have fewer or less severe side effects, are more convenient, or are less expensive than any of the drugs that we may develop or commercialize. Our competitors also may obtain approval from the NMPA, FDA, TFDA, TGA, MFDS or other comparable regulatory authorities for their drugs more rapidly than we may obtain approval for ours, which could result in our competitors establishing a strong market position before we are able to enter the market. They may render our drug candidates obsolete or non-competitive before we can recover the expenses of developing and commercializing any of our drug candidates.

Mergers and acquisitions in the pharmaceutical and biopharmaceutical industries may result in even more resources being concentrated among a smaller number of our competitors. Smaller and other early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These third parties compete with us in recruiting and retaining qualified scientific and management personnel, establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or necessary for, our programs.

We may not be able to identify, discover or in-license new drug candidates, and may allocate our limited resources to pursue a particular candidate or indication and fail to capitalize drug candidates or indications that may later prove to be more profitable, or for which there is a greater likelihood of success. Clinical drug development involves a lengthy and expensive process with an uncertain outcome, and results of earlier studies and trials and non-head-to-head analyses may not be predictive of future trial results. As such, we may not be able to successfully expand our drug portfolio, which could materially and adversely affect our future growth and prospects.

Historically, we have in-licensed a number of drug candidates to develop and commercialize them in the APAC region or globally. These assets are important for our portfolio and in-licensing will remain important for our portfolio strategy. We cannot guarantee that we will be able to successfully identify and in-license new drug candidates with high potential for a number of reasons, including but are not limited to:

- the research methodology used may not be successful in discovering new drug candidates or formulations or developing additional potential indications;

- there can be significant variability in safety and/or efficacy results between different trials of the same drug candidate due to numerous factors, including changes in trial procedures set forth in protocols, differences in the size and type of the patient populations, including genetic differences, patient adherence to the dosing regimen and other trial protocol elements;

- potential drug candidates may, after further study, be shown to have harmful adverse effects or other characteristics that indicate they are unlikely to be effective drugs; or

- it may take greater human and financial resources to identify additional therapeutic opportunities for our drug candidates or to develop suitable potential drug candidates through internal research programs than we will possess, thereby limiting our ability to diversify and expand our drug portfolio.

In addition, research programs to discover new drug candidates and new formulations or pursue the development of our drug candidates for additional indications require substantial technical, financial and human resources. Clinical testing is expensive and can take many years to complete, and its outcome is inherently uncertain. Failure can occur at any time during the clinical trial process. The results of pre-clinical studies, early clinical trials of our drug candidates and non-head-to-head analyses may not be predictive of the results of later-stage clinical trials, and initial or interim results of a trial may not be predictive of the final results. Drug candidates in later stages of clinical trials may fail to show the desired safety and efficacy traits despite having progressed through pre-clinical studies and initial clinical trials. In some instances, there can be significant variability in safety and/or efficacy results between different trials of the same drug candidate due to numerous factors, including changes in trial procedures set forth in protocols, differences in the size and type of the patient populations, including

genetic differences, patient adherence to the dosing regimen, other trial protocol elements and the rate of dropout among clinical trial participants. In the case of any trials we conduct, results may differ from earlier trials due to the larger number of clinical trial sites and additional countries and languages involved in such trials. A number of companies in the pharmaceutical and biopharmaceutical industries have suffered significant setbacks in advanced clinical trials due to lack of efficacy or adverse safety profiles, notwithstanding positive results in earlier trials. Our future clinical trial results may thus not be favorable, which may materially and adversely affect our business, results of operations and prospects.

If we encounter difficulties enrolling patients in our clinical trials, our clinical development activities could be delayed or otherwise adversely affected.

The timely completion of clinical trials in accordance with their protocols depends, among other things, on our ability to enroll a sufficient number of patients who remain in the trial until its conclusion. We may experience difficulties in patient enrollment in our clinical trials for a variety of reasons, including the size and nature of the patient population and the patient eligibility criteria defined in the protocol.

Our clinical trials may compete with other clinical trials for drug candidates that are in the same therapeutic areas as our drug candidates, and this competition will reduce the number and types of patients available to us, because some patients who might have opted to enroll in our trials may instead opt to enroll in a trial being conducted by one of our competitors. Because the number of qualified clinical investigators and clinical trial sites is limited, we expect to conduct some of our clinical trials at the same clinical trial sites that some of our competitors use, which will reduce the number of patients who are available for our clinical trials at such clinical trial sites. Even if we are able to enroll a sufficient number of patients in our clinical trials, delays in patient enrollment may result in increased costs or may affect the timing or outcome of the planned clinical trials, which could prevent completion of these trials and adversely affect our ability to advance the development of our drug candidates.

If clinical trials of our drug candidates fail to demonstrate safety and efficacy to the satisfaction of regulatory authorities or do not otherwise produce positive results, we may incur additional costs or experience delays in completing, or ultimately be unable to complete, the development and commercialization of our drug candidates.

Before obtaining regulatory approval for the sale of our drug candidates, we must conduct extensive clinical trials to demonstrate the safety and efficacy of our drug candidates in humans. We may experience numerous unexpected events during, or as a result of, clinical trials that could delay or prevent our ability to obtain regulatory approval or commercialize our drug candidates, including but not limited to:

- regulators, institutional review boards or ethics committees not authorizing us or our investigators to commence a clinical trial or conduct a clinical trial at a prospective trial site;

- manufacturing issues relating to our third-party CDMOs or after we establish our own facilities, including problems with manufacturing, supply quality, compliance with good manufacturing practice, or GMP, or obtaining from third parties sufficient quantities of a drug candidate for use in a clinical trial;

- clinical trials of our drug candidates producing negative or inconclusive results, and additional clinical trials or abandoning drug development programs being required;

- the number of patients required for clinical trials of our drug candidates being larger than we anticipate, enrollment being insufficient or slower than we anticipate, or patients dropping out at a higher rate than we anticipate;

- our third-party contractors failing to comply with regulatory requirements or meet their contractual obligations to us in a timely manner, or at all;

- our having to suspend or terminate clinical trials of our drug candidates for various reasons, including a finding of a lack of clinical response or other unexpected characteristics or a finding that participants are being exposed to unacceptable health risks; and

- the cost of clinical trials of our drug candidates being greater than we anticipate; and the supply or quality of our drug candidates, companion diagnostics or other materials necessary to conduct clinical trials of our drug candidates being insufficient or inadequate.

If we are required to conduct additional clinical trials or other testing of our drug candidates beyond those that we currently contemplate, if we are unable to successfully complete clinical trials of our drug candidates or other testing, or if the results of these trials or tests are not positive or are only modestly positive or if they raise safety concerns, we may (i) be delayed in obtaining regulatory approval for our drug candidates; (ii) not obtain regulatory approval at all; (iii) obtain approval for indications that are not as broad as intended; (iv) have the drug removed from the market after obtaining regulatory approval; (v) be subject to additional post-marketing testing requirements; (vi) be subject to restrictions on how the drug is distributed or used; or (vii) be unable to obtain reimbursement for the use of the drug.

Significant clinical trial delays may also increase our development costs and could shorten any periods during which we have the exclusive right to commercialize our drug candidates or allow our competitors to bring drugs to market before we do. This could impair our ability to commercialize our drug candidates and may materially and adversely affect our business and results of operations.

Adverse events or undesirable side effects caused by our drug candidates could interrupt, delay or halt clinical trials, delay or prevent regulatory approval, limit the commercial profile of an approved label, or result in significant negative consequences following any regulatory approval.

Drug-related adverse events and serious adverse events reported in our clinical trials have been similar to the safety results demonstrated in comparable clinical trials on our drug candidates conducted by our licensing partners. See "Business — Our Pipeline." Undesirable adverse events caused by our drug candidates, or caused by our drug candidates when used in combination with other drugs, could potentially cause significant negative consequences, including but not limited to:

- regulatory authorities could interrupt, delay or halt pending clinical trials;
- we may suspend, delay or alter development or marketing of our drug candidates;
- regulatory authorities may order us to cease further development of, or deny approval of, our drug candidates for any or all targeted indications if results of our trials reveal a high and unacceptable severity or prevalence of certain adverse events;
- regulatory authorities may delay or deny approval of our drug candidates;
- regulatory authorities may withdraw approvals or revoke licenses of an approved drug candidate, or we may determine to do so even if not required;
- regulatory authorities may require additional warnings on the label of an approved drug candidate or impose other limitations on an approved drug candidate;
- we may be required to develop a risk evaluation mitigation strategy for the drug candidate, or, if one is already in place, to incorporate additional requirements under the risk evaluation mitigation strategy, or to develop a similar strategy as required by a comparable regulatory authority;
- we may be required to conduct post-market studies;
- we could be subject to litigation proceedings and held liable for harm caused to patients exposed to or taking our drug candidates may suffer from adverse events related to the treatment and patients;
- the patient enrollment may be insufficient or slower than we anticipate or patients may drop out or fail to return for post-treatment follow-up at a higher rate than anticipated; and
- the costs of clinical trials of our drug candidates may be substantially higher than anticipated.

In addition, some of our drug candidates are still considered as emerging and relatively novel therapeutics for treating cancer and autoimmune diseases. Their mechanisms of action are yet to be thoroughly understood, and side effects have been observed in clinical studies and reported by medical practitioners in connection with their usage in patients. For example, the NMPA, FDA, TFDA, TGA, MFDS or other comparable authorities could order us to suspend or terminate our studies or to cease further development of or deny approval of our drug candidates. Any drug-related side effects could affect patient recruitment or the ability of enrolled patients to complete trials or may result in potential product liability claims, which could prevent us from obtaining regulatory approvals or achieving or maintaining market acceptance of a particular drug candidate, and could materially and adversely our business, results of operations and prospects.

Our drug development progress may be affected by the clinical development progress of our collaboration partners, including but not limited to Celgene and Karyopharm. If the collaboration partners are unable to successfully complete clinical development, obtain relevant regulatory approvals or achieve commercialization, or if they experience significant delays in any of the foregoing, our business and profitability may be adversely affected.

We have entered into collaboration agreements with Celgene, Karyopharm and other pharmaceutical companies (collectively, our "Collaboration Partners") granting us exclusive licenses to our clinical-stage assets. See "Business — Collaboration and Licensing Arrangements." The success of our collaborations with our Collaboration Partners and drug development may be affected by our Collaboration Partners to the extent they are responsible for performance of collaboration activities or their clinical development activities may facilitate or accelerate our drug development process. Each Collaboration Partner may not be successful in the performance of such activities, including, for example, obtaining approvals for the product candidates developed under the collaboration or in marketing, or arranging for necessary supply, manufacturing, or distribution relationships for, any approved products. Our Collaboration Partners may change their strategic focus or pursue alternative technologies in a manner that results in reduced, delayed, or no additional costs to us under the collaboration agreements. Our Collaboration Partners have a variety of marketed products and product candidates under collaboration with other companies, possibly including some of our competitors, and our Collaboration Partners' own corporate objectives may not be consistent with our interests. If any of our Collaboration Partners experiences significant delays in or fail to develop, obtain regulatory approval for, or ultimately commercialize any product candidate under our collaborations, our business, financial condition, results of operations and prospects could be materially and adversely affected.

We may not be successful in developing, enhancing or adapting to new technologies and methodologies.

We must keep pace with new technologies and methodologies to maintain our competitive position. For the years ended December 31, 2018 and 2019 and the six months ended June 30, 2020, our research and development costs were RMB115.8 million, RMB115.8 million and RMB169.9 million, respectively. We must continue to invest significant amounts of human and

capital resources to develop or acquire technologies that will allow us to enhance the scope and quality of our clinical trials. We intend to continue to enhance our technical capabilities in drug discovery, development and manufacturing, which are capital-and-time-intensive. We cannot assure you that we will be able to develop, enhance or adapt to new technologies and methodologies, successfully identify new technological opportunities, develop and bring new or enhanced products to market, obtain sufficient or any patent or other intellectual property protection for such new or enhanced products, or obtain the necessary regulatory approvals in a timely and cost-effective manner, or, if such products are introduced, that those products will achieve market acceptance. Any failure to do so may make our techniques obsolete, which could materially and adversely our business and prospects.

In conducting drug discovery and development, we face potential liabilities, in particular, product liability claims or lawsuits that could cause us to incur substantial liabilities.

We face an inherent risk of product liability as a result of the clinical trials and any future commercialization of our drug candidates inside and outside China. For example, we may be sued if our drug candidates cause or are perceived to cause injury or are found to be otherwise unsuitable during clinical testing, manufacturing, marketing or sale. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the drug, negligence, strict liability or a breach of warranties. Claims could also be asserted under applicable consumer protection laws. If we cannot successfully defend ourselves against or obtain indemnification from our collaborators for product liability claims, we may incur substantial liabilities or be required to limit commercialization of our drug candidates. Even successful defense would require significant financial and management resources. Regardless of the merits or eventual outcome, liability claims may result in: decreased demand for our drug candidates; injury to our reputation; withdrawal of clinical trial participants and inability to continue clinical trials; initiation of investigations by regulators; costs to defend the related litigation; a diversion of management's time and our resources; substantial monetary awards to trial participants or patients; product recalls, withdrawals, or labeling, marketing or promotional restrictions; loss of revenue; exhaustion of any available insurance and our capital resources; the inability to commercialize any approved drug candidate; and a decline in the market price of our Shares.

To cover such liability claims arising from clinical studies, we have purchased clinical trial insurance in the conduct of our clinical trials. However, it is possible that our liabilities could exceed our insurance coverage or that our insurance will not cover all situations in which a claim against us could be made. We may not be able to maintain insurance coverage at a reasonable cost or obtain insurance coverage that will be adequate to satisfy any liability that may arise. If a successful product liability claim or series of claims is brought against us for uninsured liabilities or in excess of insured liabilities, our assets may not be sufficient to cover such claims and our business operations could be impaired. Should any of these events occur, it could have a material adverse effect on our business, financial condition and results of operations.

Our business and reputation may be adversely affected by negative publicity involving us, our Shareholders, Directors, officers, employees, Collaboration Partners, suppliers or other third parties that we work with or rely on.

We, our Shareholders, Directors, officers, employees, Collaboration Partners, suppliers, or other third parties we cooperate with or rely on may be subject to negative media coverage and publicity from time to time. Such negative coverage in the media and publicity could threaten the perception of our reputation. In addition, to the extent our employees, Collaboration Partners, suppliers or other third parties we work with or rely on were non-compliant with any laws or regulations, we may also suffer negative publicity or harm to our reputation. Any negative publicity regarding our industry could also affect our reputation and commercialization. As a result, we may be required to spend significant time and incur substantial costs in response to allegations and negative publicity that may or may not directly related to us, and may not be able to diffuse them to the satisfaction of our current or future investors, customers, patients and business partners.

Risks Relating to Extensive Government Regulation

All material aspects of the research, development, manufacturing and commercialization of pharmaceutical products are heavily regulated and the approval process is usually lengthy, costly and inherently unpredictable. Any failure to comply with existing or future regulations and industry standards or any adverse actions by the drug-approval authorities against us could negatively impact our reputation and our business, financial condition, results of operations and prospects.

All jurisdictions in which we intend to conduct our pharmaceutical-industry activities regulate these activities in great depth and detail. We intend to focus our activities in China while pursuing global opportunities, particularly in the APAC region. These geopolitical areas all strictly regulate the pharmaceutical industry, and in doing so they employ broadly similar regulatory strategies, including regulation of product development and approval, manufacturing, and marketing, sales and distribution of products. However, there are differences in the regulatory regimes – some minor, some significant – that make for a more complex and costly regulatory compliance burden for a company like us that plans to operate in each of these regions.

The process of obtaining regulatory approvals and maintaining compliance with appropriate laws and regulations requires the expenditure of substantial time and financial resources. Any recently enacted and future legislation may increase the difficulty and cost of us to obtain regulatory approval of, and commercialize, our drug candidates, and affect the prices we may obtain. Changes in government regulations or in practices relating to the pharmaceutical industry such as a relaxation in regulatory requirements or the introduction of simplified approval procedures which would lower the entry barrier for potential competitors, or an increase in regulatory requirements which may increase the difficulty for us to satisfy such requirements, may have a material adverse impact on our business, financial condition,

results of operations and prospects. Failure to comply with the applicable requirements at any time during the drug development process or approval process, or after approval, may subject us to administrative or judicial sanctions. These sanctions could include but are not limited to a regulator's refusal to approve pending applications, withdrawal of an approval, license revocation, a clinical hold, voluntary or mandatory product recalls, product seizures, total or partial suspension of production or distribution, injunctions, fines, refusals of government contracts, restitution, disgorgement or civil or criminal penalties. Any occurrence of the foregoing could therefore materially and adversely affect our business, financial condition, results of operations and prospects. The regulatory approval processes of the NMPA, FDA, TFDA, TGA, MFDS and other comparable regulatory authorities are lengthy, time-consuming and inherently unpredictable. If we are ultimately unable to obtain regulatory approval for our drug candidates in our targeted markets, our business will be substantially harmed.

The time required to obtain approval by the NMPA, FDA, TFDA, TGA, MFDS and other comparable regulatory authorities is unpredictable but typically takes 10-15 years following the commencement of pre-clinical studies and clinical trials and depends on numerous factors, including the substantial discretion of the regulatory authorities.

Our drug candidates could fail to receive regulatory approval for many reasons, including:

- failure to begin or complete clinical trials due to disagreements with regulatory authorities;
- failure to demonstrate that a drug candidate is safe and effective or, if it is a biologic, that it is safe, pure and potent for its proposed indication;
- failure of clinical trial results to meet the level of statistical significance required for approval;
- data integrity issues related to our clinical trials;
- disagreement with our interpretation of data from pre-clinical studies or clinical trials;
- our failure to conduct a clinical trial in accordance with regulatory requirements or our clinical trial protocols; and
- clinical sites, investigators or other participants in our clinical trials deviating from a trial protocol, failing to conduct the trial in accordance with regulatory requirements, or dropping out of a trial.

The NMPA, FDA, TFDA, TGA, MFDS or a comparable regulatory authority may require more information, including additional pre-clinical or clinical data, to support approval, which may delay or prevent approval and our commercialization plans, or we may decide to abandon the development program. Additionally, clinical trials conducted in one country may not be accepted by regulatory authorities in other countries, and regulatory approval in one country does not mean that regulatory approval will be obtained in any other country. Approval procedures vary among countries and can involve additional product testing and validation and additional administrative review periods. Seeking regulatory approvals in various jurisdictions could result in significant delays, difficulties and costs for us and may require additional pre-clinical studies or clinical trials which would be costly and time consuming. Regulatory requirements can vary widely from country to country and could delay or prevent the introduction of our products in those countries. Satisfying these and other regulatory requirements is costly, time consuming, uncertain and subject to unanticipated delays. In addition, our failure to obtain regulatory approval in any country may delay or have negative effects on the process for regulatory approval in other countries. While we plan to leverage our Collaboration Partners' data and FDA approvals to obtain approvals in other jurisdictions, we cannot assure you that we can also satisfy all regulatory requirements. If we experience delays in the completion of, or the termination of, a clinical trial of any of our drug candidates, the commercial prospects of that drug candidate will be harmed, and our ability to generate product sales revenues from any of those drug candidates will be delayed. In addition, any delays in completing our clinical trials will increase our costs, slow down our drug candidate development and approval process, and jeopardize our ability to commence product sales and generate related revenues for that drug candidate. In addition, many of the factors that cause, or lead to, a delay in the commencement or completion of clinical trials may also ultimately lead to the denial of regulatory approval of our drug candidates. Any of these occurrences may materially and adversely impact our business, financial condition and prospects.

We are subject to stringent privacy laws, information security policies and contractual obligations related to data privacy and security, and we may be exposed to risks related to our management of the medical data of subjects enrolled in our clinical trials and other personal or sensitive information.

We routinely receive, collect, generate, store, process, transmit and maintain medical data treatment records and other personal details of subjects enrolled in our clinical trials, along with other personal or sensitive information. As such, we are subject to the relevant local, state, national and international data protection and privacy laws, directives, regulations and standards that apply to the collection, use, retention, protection, disclosure, transfer and other processing of personal data in the various jurisdictions in which we operate and conduct our clinical trials, as well as contractual obligations. These data protection and privacy law regimes continue to evolve and may result in ever-increasing public scrutiny and escalating levels of enforcement and sanctions and increased costs of compliance. Failure to comply with any of these laws could result in enforcement action against us, including fines, imprisonment of company officials and public censure, claims for damages by customers and other affected individuals, damage to our reputation and loss of goodwill, any of which could have a material adverse effect on our business, financial condition, results of operations or prospects.

Such data protection and privacy laws and regulations generally require clinical trial sponsors and operators and their personnel to protect the privacy of their enrolled subjects and prohibit unauthorized disclosure of personal information. If such institutions or personnel divulge the subjects' private or medical records without their consent, they will be held liable for damage caused thereby. We have taken measures to maintain the confidentiality of the medical records and personal data of subjects enrolled in our clinical trials we collected, including encrypting such information in our information technology system so that it cannot be viewed without proper authorization, and setting internal rules requiring our employees to maintain the confidentiality of our subjects' medical records. However, these measures may not be always effective. For example, our information technology systems could be breached through hacking activities, and personal information could be leaked due to theft or misuse of personal information arising from misconduct or negligence. In addition, our clinical trials frequently also involve professionals from third party institutions working on-site with our staff and enrolled subjects. We cannot ensure that such persons will always comply with our data privacy measures. Furthermore, any change in such laws and regulations could affect our ability to use medical data and subject us to liability for the use of such data for previously permitted purposes. Any failure to protect the confidentiality of patients' medical records and personal data, or any restriction on or liability as a result of, our use of medical data, could have a material adverse effect on our business, financial condition and results of operations.

Even after we obtain regulatory approval for the marketing and distribution of our drug candidates, our products will continue to remain subject to ongoing or additional regulatory obligations and continued regulatory review, which may result in significant additional expenses, and we may be subject to penalties if we fail to comply with regulatory requirements or experience unanticipated problems with our future approved drugs.

If any of our drug candidates is approved in the future, it will be subject to ongoing or additional regulatory requirements for manufacturing, labelling, packaging, storage, advertising, promotion, sampling, record-keeping, conduct of post-marketing studies, and submission of safety, efficacy, and other post-market information, including requirements of regulatory authorities in China and other jurisdictions.

Any approvals that we receive for our drug candidates may be subject to limitations on the approved indicated uses for which the drug may be marketed or to the conditions of approval, which could adversely affect the drug's commercial potential or contain requirements for potentially costly post-marketing testing and surveillance to monitor the safety and efficacy of the drug candidates. The NMPA, FDA, TFDA, TGA, MFDS or a comparable regulatory authority may also require a risk evaluation mitigation strategy program as a condition of approval of our drug candidates or following approval. In addition, if the NMPA, FDA, TFDA, TGA, MFDS or a comparable regulatory authority approves our drug candidates, we will have to comply with requirements, including, for example, submissions of safety and other post-marketing information and reports, registration, as well as continued compliance with cGMP and good clinical practice ("**GCP**"), for any clinical trials that we conduct post-approval.

The NMPA, FDA, TFDA, TGA, MFDS and other regulatory authorities strictly regulate the marketing, labelling, advertising and promotion of products that are placed on the market. Drugs may be promoted only for their approved indications and for use in accordance with the provisions of the approved label. The NMPA, FDA, TFDA, TGA, MFDS and other regulatory authorities actively enforce the laws and regulations prohibiting the promotion of off-label uses, and a company that is found to have improperly promoted off-label uses may be subject to significant liability.

Even if we are able to commercialize any approved drug candidates, the drugs may become subject to national or other third-party reimbursement practices or unfavorable pricing regulations, which could materially and adversely our business.

The regulations that govern regulatory approvals, pricing and reimbursement for new therapeutic products vary widely from country to country. In China and some markets outside China, prescription pharmaceutical pricing remains subject to continuing governmental control even after initial approval is granted. As a result, we might obtain regulatory approval for a drug in a particular country, but then be subject to price regulations that delay our commercial launch of the drug or negatively impact our revenues.

Our ability to commercialize any approved drug candidates successfully will also depend in part on the extent to which reimbursement for these drugs and related treatments will be available from government health administration authorities, private health insurers and other organizations. A primary trend in the global healthcare industry is cost containment. Government authorities and these third-party payors have attempted to control costs by limiting coverage and the amount of reimbursement for particular medications.

For example, in China, the Ministry of Human Resources and Social Security of the People's Republic of China or provincial or local human resources and social security authorities, together with other government authorities, review the inclusion or removal of drugs from China's National Drug Catalog for Basic Medical Insurance, Work-Related Injury Insurance and Maternity Insurance, or the National Reimbursement Drug List, the NRDL, or provincial or local medical insurance catalogues for the Provincial Reimbursable Drug List, the PRDL, regularly, and the tier under which a drug will be classified, both of which affect the amounts reimbursable to program participants for their purchases of those drugs. There can be no assurance that any of our future approved drug candidates will be included in the NRDL or the PRDL. Products included in the NRDL or the PRDL are typically generic and essential drugs. Innovative drugs similar to our drug candidates have historically been more limited on their inclusion in the NRDL or the PRDL due to the affordability of the government's Basic Medical Insurance.

If we were to successfully launch commercial sales of our products but fail in our efforts to have our products included in the NRDL or the PRDL, our revenue from commercial sales would be highly dependent on patient self-payment, which can make our products less competitive. Additionally, even if the Ministry of Human Resources and Social Security of the People's Republic of China or any of its local counterparts were to accept our application for the inclusion of products in the NRDL or the PRDL, our potential revenue from the sales of these products could still decrease as a result of the significantly lowered prices we may be required to charge for our products to be included in the NRDL or the PRDL.

Increasingly, third-party payors are requiring that companies provide them with predetermined discounts from list prices and are challenging the prices charged for medical products. We cannot be sure that reimbursement will be available for any approved drug candidate that we commercialize and, if reimbursement is available, what the level of reimbursement will be. Reimbursement may impact the demand for, or the price of, any approved drug candidate that we commercialize. Obtaining or maintaining reimbursement for approved drug candidates may be particularly difficult because of the higher prices often associated with drugs administered under the supervision of a physician. If reimbursement is not available or is available only to limited levels, we may not be able to successfully commercialize any drug candidate that we in-license or successfully develop.

There may be significant delays in obtaining reimbursement for approved drug candidates, and coverage may be more limited than the purposes for which the drug candidates are approved by the NMPA, FDA, TFDA, TGA, MFDS or other comparable regulatory authorities. Moreover, eligibility for reimbursement does not imply that any drug will be paid for in all cases or at a rate that covers our costs, including research, development, manufacture, sale and distribution. Interim payments for new drugs, if applicable, may also not be sufficient to cover our costs and may not be made permanent. Payment rates may vary according to the use of the drug and the clinical setting in which it is used, may be based on payments allowed for lower-cost drugs that are already reimbursed, and may be incorporated into existing payments for other services. Net prices for drugs may be reduced by mandatory discounts or rebates required by government healthcare programs or private payors and by any future weakening of laws that presently restrict imports of drugs from countries where they may be sold at lower prices than in the U.S. Our inability to promptly obtain coverage and profitable payment rates from both government-funded and private payors for any future approved drug candidates could have a material adverse effect on our business, operating results and financial condition.

We intend to seek approval to market our drug candidates in China and other jurisdictions. In China the pricing of drugs is subject to governmental control, which can take considerable time even after obtaining regulatory approval. Market acceptance and sales of any of our future approved drug candidates will depend significantly on the availability of adequate coverage and reimbursement from third-party payors for drugs, and may be affected by existing and future health care reform measures.

Our and/or others' failure to obtain or renew certain approvals, licenses, permits and certificates required for our business may materially and adversely affect our business, financial condition and results of operations.

Pursuant to the relevant laws, regulations and relevant regulatory practice by governmental, we and/or other parties related to our operations, such as landlords or managers of premises on or local science parks in which we operate, are required to obtain and maintain various approvals, licenses, permits and certificates (e.g. drainage permits) from relevant authorities to operate our business. Some of these approvals, permits, licenses and certificates are subject to periodic renewal and/or reassessment by the relevant authorities, and the standards of such renewal and/or reassessment may change from time to time. Any failure to obtain or renew any approvals, licenses, permits and certificates necessary for our operations may result in enforcement actions thereunder, including orders issued by the relevant regulatory authorities causing operations to cease, and may include corrective measures requiring capital expenditure or remedial actions, which in the future could materially and adversely affect our business, financial condition and results of operations. There is also no assurance that the relevant authorities would not take any enforcement action against us. In the event that such enforcement action is taken, our business operations could be materially and adversely disrupted.

Furthermore, if the interpretation or implementation of existing laws and regulations changes, or new regulations come into effect requiring us and/or other such related parties to obtain any additional approvals, permits, licenses or certificates that were previously not required to operate our existing businesses, we cannot assure you that we and/or other such related parties will successfully obtain such approvals, permits, licenses or certificates. Our or these parties' failure to obtain the additional approvals, permits, licenses or certificates may restrict the conduct of our business, decrease our revenues and/or increase our costs, which could materially reduce our profitability and prospects.

If safety, efficacy or other issues arise with any drug or medical product used in combination with or to facilitate the use of our drug candidates, we may be unable to market such drug candidate or may experience significant regulatory delays.

Our strategy to develop combination therapies depends on the safety and efficacy of each component drug within each combination therapy. If the NMPA, FDA, TFDA, TGA, MFDS or another comparable regulatory agency revokes or denies its approval of a component therapeutic, in either the clinical design, clinical administration, therapy approval or commercialization stage, we will be forced to terminate or redesign the clinical trials, experience significant regulatory delays or stop our commercialization efforts. In addition, we may fail our commercialization effort because products that facilitate the use of our drug candidates incur safety, efficacy or availability issues. The lack of regulations presents uncertainties to our commercialization efforts and may have an adverse effect on our business and results of operations.

Adverse drug reactions and negative results from off-label use of our products could materially and adversely affect our business reputation, product brand name and financial condition and expose us to liability.

Products distributed or sold in the pharmaceutical market may be subject to off-label drug use. Off-label drug use is prescribing a product for an indication, dosage or in a dosage form that is not in accordance with regulatory approved usage and labeling. Even though the NMPA, FDA, TFDA, TGA, MFDS and other comparable regulatory authorities actively enforce the laws and regulations prohibiting the promotion of off-label use, there remains the risk that our product is subject to off-label drug use and is prescribed in a patient population, dosage or dosage form that has not been approved by competent authorities. This occurrence may render our products less effective or entirely ineffective and may cause adverse drug reactions. Any of these occurrences can create negative publicity and materially and adversely our business reputation, product brand name, commercial operations and financial condition, including our Company's share price. These occurrences may also expose us to liability and cause, or lead to, a delay in the progress of our clinical trials and may also ultimately result in failure to obtain regulatory approval for our drug candidates.

The illegal and/or parallel imports and counterfeit pharmaceutical products may reduce demand for our future approved drug candidates and could have a negative impact on our reputation and business.

The illegal importation of competing products from countries where government price controls or other market dynamics result in lower prices may adversely affect the demand for our future approved drug candidates and, in turn, may adversely affect our sales and profitability in China and other countries where we commercialize our products. Unapproved foreign imports of prescription drugs are illegal under current laws of China. However, illegal imports may continue to occur or even increase as the ability of patients to obtain these lower-priced imports continues to grow. Furthermore, cross-border imports from lower-priced markets (parallel imports) into higher-priced markets could harm sales of our future drug products and exert commercial pressure on pricing within one or more markets. In addition, competent government authorities may expand consumers' ability to import lower-priced versions of our future approved products or competing products from outside China or other countries where we operate. Any future legislation or regulations that increase consumer access to lower-priced medicines from outside China or other countries where we operate could have a material adverse effect on our business.

Certain products distributed or sold in the pharmaceutical market may be manufactured without proper licenses or approvals, or be fraudulently mislabeled with respect to their content or manufacturers. These products are generally referred to as counterfeit pharmaceutical products. The counterfeit pharmaceutical product control and enforcement system, particularly in developing markets such as China, may be inadequate to discourage or eliminate the manufacturing and sale of counterfeit pharmaceutical products imitating our products. Since counterfeit pharmaceutical products in many cases have very similar appearances compared

with the authentic pharmaceutical products but are generally sold at lower prices, counterfeits of our products can quickly erode the demand for our future approved drug candidates. Our reputation and business could suffer harm as a result of counterfeit pharmaceutical products sold under our or our collaborators' brand name(s). In addition, thefts of inventory at warehouses or plants or while in transit, which are not properly stored and which are sold through unauthorized channels, could adversely impact patient safety, our reputation and our business.

We may be restricted from transferring our scientific data abroad.

On March 17, 2018, the General Office of the State Council promulgated the Measures for the Management of Scientific Data (科學數據管理辦法), or the Scientific Data Measures, which provide a broad definition of scientific data and relevant rules for the management of scientific data. According to the Scientific Data Measures, enterprises in China must seek governmental approval before any scientific data involving a state secret may be transferred abroad or to foreign parties. Further, any researcher conducting research funded at least in part by the Chinese government is required to submit relevant scientific data for management by the entity to which such researcher is affiliated before such data may be published in any foreign academic journal. If and to the extent our research and development of drug candidates will be subject to the Scientific Data Measures and any relevant laws as required by the relevant government authorities, we cannot assure you that we can always obtain relevant approvals for sending scientific data (such as the results of our pre-clinical studies or clinical trials conducted within China) abroad. If we are unable to obtain necessary approvals in a timely manner, or at all, our research and development of drug candidates may be hindered, which may materially and adversely affect our business, results of operations, financial condition and prospects. If the relevant government authorities consider the transmission of our scientific data to be in violation of the requirements under the Scientific Data Measures, we may be subject to fines and other administrative penalties imposed by those government authorities.

Failure to comply with relevant regulations relating to social insurance and the housing provident fund may subject us to penalties and adversely affect our business, financial condition, results of operations and prospects.

PRC laws and regulations require us to pay several statutory social welfare benefits for our employees, including social insurance and housing provident funds. The amounts of our contributions for our employees under such schemes are calculated based on certain percentage of salaries, including bonuses and allowances, up to a maximum amount specified by the local government from time to time at locations where we operate. For details relating to the relevant laws and regulations, see "Regulatory Environment — Regulations on Labor — Social Insurance and Housing Provident Funds."

Historically, we had made only partial social insurance payments and housing provident fund contributions for some of our PRC employees. In addition, as of the Latest Practicable Date, the required contribution under the relevant laws to some of our employees were paid by third parties on behalf of the relevant subsidiaries of the Company. If the local governments determine the payment from the third-party payors are invalid or the third-parties failed to make the required contributions, we may be ultimately liable for the unpaid social insurance contribution and fines and penalties associated with the non-compliance. While we have not received any order or notice from the local authorities nor any claims or complaints from our current and former employees as of the Latest Practicable Date regarding the shortfall in payments and contributions, we cannot assure you that we will not be subject to any order in the future to rectify such non-compliance or that there will not be any employee complaints or claims regarding social insurance payments or housing provident fund contributions made against us. We may also incur additional costs to comply with such laws and regulations by the PRC Government or relevant local authorities. Any such payment could adversely affect our business, financial condition, results of operations and prospects.

If we participate in expanded access programs, current regulatory discrepancies among competent authorities of different countries may lead to increased risk of adverse drug reactions and serious adverse events arising from the use of our products.

Expanded access programs are regulatory programs that facilitate access to investigational drugs for the treatment of patients with serious or immediately life-threatening diseases or conditions that lack therapeutic alternatives. Currently, there is no unified approach or standard practice to regulate expanded access programs among competent authorities in different countries for access to investigational drugs. In China, currently there is no officially approved regulation to oversee expanded access programs. In the U.S., expanded access programs are limited to patients who have a life-threatening disease or serious disease or condition, who may gain access to an investigational medical product for treatment outside of clinical trials when no comparable or satisfactory alternative therapy options are available.

The regulatory discrepancy for expanded access programs among competent authorities in different countries may lead to uneven patient entry criteria and protocols for expanded access programs. This may create increased risk of serious adverse events because of enrolled patients' advanced disease or comorbidities. In addition, because the products in expanded access programs are investigational drugs, many of which are still in experimental stages and have not received marketing approval, patients in expanded access programs may exhibit adverse drug reactions from using these products. If we participate in expanded access programs, we may be subject to the risk of enrolled patients exhibiting adverse drug reactions or serious adverse events arising from the use of our products. These occurrences can potentially lead to clinical holds of our ongoing clinical trials or complicate the determination of the safety profile of a drug candidate under regulatory review for commercial marketing. Changes in government regulations or in practices relating to the pharmaceutical and biopharmaceutical industries, including healthcare reform in China, and compliance with new regulations may result in additional costs.

Risks Relating to Manufacturing and Commercialization of Our Drug Candidates

We have limited experience in manufacturing pharmaceutical products, which is a highly exacting and complex process, and our business could be materially and adversely affected if we encounter problems in manufacturing our future drug products.

We have limited experience in manufacturing of our products for commercial use. Moreover, the manufacturing of pharmaceutical products is highly complex. Problems may arise during manufacturing for a variety of reasons, including but not limited to:

- equipment malfunction;
- failure to follow specific protocols and procedures;
- changes in product specification;
- low quality or insufficient supply of raw materials;
- delays in the construction of new facilities or the expansion of our existing manufacturing facilities as a result of changes in manufacturing production sites and limits to manufacturing capacity due to regulatory requirements;
- changes in the types of products produced;
- advances in manufacturing techniques;
- physical limitations that could inhibit continuous supply; and
- man-made or natural disasters and other environmental factors.

Products with quality issues may have to be discarded, resulting in product shortages or additional expenses. This could lead to, among other things, increased costs, lost revenue, damage to customer relationships, time and expense spent investigating the cause and, depending on the cause, similar losses with respect to other batches or products. If problems are not discovered before the product is released to the market, recall and product liability costs may also be incurred. We face additional manufacturing risks in relation to the CDMOs that we may engage from time to time. See the section headed "— Risks Relating to Our Reliance on Third Parties — We expect to rely on third parties to supply raw materials for manufacturing and/or manufacture our drugs when approved, and our business could be harmed if those third parties fail to provide us with sufficient quantities of the raw materials or the drug product or fail to do so at acceptable quality levels or prices" in this prospectus.

Manufacturing methods and formulation are sometimes altered through the development of drug candidates from clinical trials to approval, and further to commercialization, in an effort to optimize manufacturing processes and results. Such changes carry the risk that they will not achieve these intended objectives. Any of these changes could cause the drug candidates to perform differently and affect the results of planned clinical trials or other future clinical trials conducted with the altered materials. This could delay the commercialization of drug candidates and require bridging studies or the repetition of one or more clinical trials, which may result in increases in clinical trial costs, delays in drug approvals and jeopardize our ability to commence product sales and generate revenue.

We may also encounter problems with achieving adequate or clinical-grade products that meet the NMPA, FDA, TFDA, TGA, MFDS or other comparable regulatory agency standards or specifications, maintaining consistent and acceptable production costs. We may also experience shortages of qualified personnel, raw materials or key contractors, and experience unexpected damage to our facilities or equipment. In these cases, we may be required to delay or suspend our manufacturing activities. We may be unable to secure temporary, alternative manufacturers for our drugs with the terms, quality and costs acceptable to us, or at all. Such an event could delay our clinical trials and/or the availability of our products for commercial sale. Moreover, we may spend significant time and costs to remedy these deficiencies before we can continue production at our manufacturing facilities.

In addition, the quality of our products, including drug candidates manufactured by us for research and development purposes and, in the future, drugs manufactured by us for commercial use, depends significantly on the effectiveness of our quality control and quality assurance, which in turn depends on factors such as the production processes used in our manufacturing facilities, the quality and reliability of equipment used, the quality of our staff and related training programs and our ability to ensure that our employees adhere to our quality control and quality assurance protocol. However, we cannot assure you that our quality control and quality assurance procedures will be effective in consistently preventing and resolving deviations from our quality standards. We are, however, working on improving our documentation procedures for quality control and quality assurance activities. Any significant failure or deterioration of our quality control and quality assurance protocol could render our products unsuitable for use, or not in compliance with the relevant requirements of the GMP and/or harm our market reputation and relationship with business partners. Any such developments may have a material adverse effect on our business, financial condition and results of operations.

If we are unable to meet the increasing demand for our existing drug candidates and future drug products by ensuring that we have adequate manufacturing capacity, or if we are unable to successfully manage our anticipated growth or to precisely anticipate market demand, our business could suffer.

Manufacturers of drug and biological products often encounter difficulties in production, particularly in scaling up or out, validating the production process, and assuring high reliability of the manufacturing process (including the absence of contamination). These problems

include logistics and shipping, difficulties with production costs and yields, quality control, including stability of the product, product testing, operator error, availability of qualified personnel and compliance with strictly-enforced regulations. If our manufacturing facilities encounter unanticipated delays and expenses as a result of any of these difficulties, or if construction, regulatory evaluation and/or approval of our new facilities is delayed, we may not be able to manufacture sufficient quantities of our drug candidates in the time frame we expect or at all, which would limit our development and commercialization activities and our opportunities for growth. Cost overruns associated with constructing or maintaining our facilities could also require us to raise additional funds from other sources.

To produce our drug candidates in the quantities that we believe will be required to meet anticipated market demand of our drug candidates, if approved, we will need to increase, or "scale up," the production process by a significant factor over the initial level of production. If delayed or we are unable to do so, the cost of this scale up is not economically feasible for us or we cannot find a third-party supplier, we may not be able to produce our approved drug candidates in a sufficient quantity to meet future demand.

In anticipation of commercialization of our drug candidates, we aim to establish our manufacturing capacity, mainly through the construction of new manufacturing facilities. However, the timing and success of these plans are subject to significant uncertainty. Moreover, such plans are capital intensive and require significant upfront investment, and there can be no assurance that we will be able to timely obtain such financing, if at all.

Furthermore, given the size of our new facilities, we may not be able to fully utilize them immediately or within a reasonable period of time after we commence operation. During the construction and ramp up period, there may be significant changes in the macroeconomics of the pharmaceutical and biopharmaceutical industry, including, among other things, market demand, product and supply pricing trends and customer preferences. Any adverse trends in these respects could result in operational inefficiency and unused capacity in our facilities. We may also experience various unfavorable events in the course of developing our new manufacturing facilities, such as:

- unforeseen delays due to construction, land use rights or regulatory issues, which could result in loss of business opportunities;

- construction cost overruns, which may require diverting resources and management's attention from other projects; and

- difficulty in finding sufficient numbers of trained and qualified staff.

The success of our business expansion also depends on our ability to advance drug candidates through the development, regulatory approval and commercialization stages. Any delay, suspension or termination in such respects would harm our ability to generate satisfactory returns on our investment in manufacturing expansion, if at all, which in turn could have a material adverse effect on our business, financial condition and results of operations.

If we are not able to obtain, or experience delays in obtaining, required regulatory approvals, we will not be able to commercialize our drug candidates, and our ability to generate revenue will be materially impaired.

We plan to submit the NDA of ATG-010 (selinexor) for R/R MM and R/R DLBCL in China by 2021 followed by NDAs of our other drug candidates in the future as their clinical development progress. To obtain regulatory approvals for the commercial sale of any drug candidate for a target indication, we must demonstrate in pre-clinical studies and well-controlled clinical trials, and, with respect to approval in China, to the satisfaction of the NMPA, that the drug candidate is safe and effective for use for that target indication and that the manufacturing facilities, processes and controls are adequate. In addition to pre-clinical and clinical data, the NDA or biologics license application must include significant information regarding the chemistry, manufacturing and controls for the drug candidate. Obtaining approval of an NDA is a lengthy, expensive and uncertain process, and approval may not be obtained. If we submit an NDA to the NMPA, the NMPA decides whether to accept or reject the submission for filing. We cannot be certain that any submissions will be accepted for filing and review by the NMPA.

We have limited experience in filing for regulatory approval for our drug candidates, and we have not yet demonstrated the ability to receive regulatory approval for our drug candidates. As a result, our ability to successfully obtain regulatory approval for our drug candidates may involve more inherent risk, take longer, and cost more than it would if we were a company with experience in obtaining regulatory approvals.

We also plan to commercialize our products in other markets such as Australia and Taiwan. Regulatory authorities outside of China, such as the FDA, TFDA, TGA and MFDS also have requirements for approval of drugs for commercial sale with which we must comply prior to marketing in those areas. Regulatory requirements and approval processes can vary widely from country to country and could delay or prevent the introduction of our drug candidates. Clinical trials conducted in one country may not be accepted by regulatory authorities in other countries, and obtaining regulatory approval in one country does not mean that regulatory approval will be obtained in any other country. Seeking foreign regulatory approval could require additional nonclinical studies or clinical trials, which could be costly and time-consuming. The foreign regulatory approval process may include all of the risks associated with obtaining the NMPA approval. For all of these reasons, we may not obtain foreign regulatory approvals on a timely basis, if at all.

The process to develop, obtain regulatory approval for and commercialize drug candidates is long, complex and costly, and approval is never guaranteed. Following any approval for commercial sale of our drug candidates, certain changes to the drug, such as changes in manufacturing processes and additional labeling claims, may be subject to additional review and approval by the NMPA and comparable regulatory authorities. Also, regulatory approval for any of our drug candidates may be withdrawn. If we are unable to obtain regulatory approval for our drug candidates in one or more jurisdictions, or any approval contains significant limitations, our target markets will be reduced and our ability to realize the

full market potential of our drug candidates will be harmed. Furthermore, we may not be able to obtain sufficient funding or generate sufficient revenue and cash flows to continue the development of any other drug candidate in the future.

The actual market size of our drug candidates might be smaller than expected and our future approved drug candidates may fail to achieve the degree of market acceptance by physicians, patients, third-party payors and others in the medical community necessary for commercial success.

Our future approved drug candidates may fail to gain sufficient market acceptance by physicians, patients, third-party payors and others in the medical community. For example, current cancer treatments like chemotherapy and radiation therapy are well established in the medical community, and doctors may continue to rely on these treatments to the exclusion of our drug candidates that are in clinical trials for the same or similar cancer indications. In addition, physicians, patients and third-party payors may prefer other novel products to ours. The degree of market acceptance of our drug candidates, if approved for commercial sale, will depend on a number of factors, including:

- the clinical indications for which our drug candidates are approved;
- physicians, hospitals, cancer treatment centers and patients considering our drug candidates as a safe and effective treatment;
- the potential and perceived advantages of our drug candidates over alternative treatments;
- the prevalence and severity of any side effects;
- product labeling or product insert requirements of regulatory authorities;
- limitations or warnings contained in the labeling approved by regulatory authorities;
- the timing of market introduction of our drug candidates as well as competitive drugs;
- the cost of treatment in relation to alternative treatments;
- the availability of adequate coverage, reimbursement and pricing by third-party payors and government authorities;
- the willingness of patients to pay out-of-pocket in the absence of coverage and reimbursement by third-party payors and government authorities; and
- the effectiveness of our sales and marketing efforts.

If any approved drug candidates that we commercialize fail to achieve market acceptance in the medical community, we will not be able to generate significant revenue. Even if our future approved drug candidates achieve market acceptance, we may not be able to maintain that market acceptance over time if new products or technologies are introduced that are more favorably received than our drug candidates, are more cost-effective or render our drug candidates obsolete.

We have no experience in launching and marketing drug candidates. If we are unable to maintain sufficient marketing and sales capabilities, we may not be able to generate product sales revenue as planned.

We have not yet demonstrated an ability to launch and commercialize any of our drug candidates. As a result, our ability to successfully commercialize our drug candidates may involve more inherent risk, take longer, and cost more than it would if we were a company with experience launching and marketing drug candidates.

We will have to compete with other pharmaceutical and biopharmaceutical companies to recruit, hire, train and retain marketing and sales personnel. If we are unable to, or decide not to, further develop internal sales, marketing and commercial distribution capabilities for any or all of our drug candidates, we will likely pursue collaborative arrangements regarding the sales and marketing of our drug candidates. However, there can be no assurance that we will be able to establish or maintain such collaborative arrangements, or if we are able to do so, that they will have effective sales forces. Any revenue we receive will depend upon the efforts of such third parties. We would have little or no control over the marketing and sales efforts of such third parties, and our revenue from product sales may be lower than if we had commercialized our drug candidates ourselves. We also face competition in our search for third parties to assist us with the sales and marketing efforts for our drug candidates.

The market opportunities for our drugs and drug candidates may be limited to those patients who are ineligible for or have failed prior treatments and may be small.

We are initially seeking approval of some of our drug candidates' certain indications, such as ATG-010 (selinexor) for R/R MM as a novel therapy for patients who have progressed after other approved treatments. Subsequently, for those drugs that prove to be sufficiently beneficial, if any, we may seek approval as a first-line therapy, but there is no guarantee that our drug candidates will be approved in that setting.

Our projections of both the number of people who have the cancers we are targeting, as well as the subset of people with these cancers who have the potential to benefit from treatment with our drug candidates, are based on our beliefs and estimates and may prove to be inaccurate.

Further, new studies may change the estimated incidence or prevalence of these cancers and autoimmune diseases. The number of patients may turn out to be lower than expected. Additionally, the potentially addressable patient population for our drugs and drug candidates

may be limited or may not be amenable to treatment with our drugs and drug candidates. Even if we obtain significant market share for our drug candidates, because the potential target populations are small, we may never achieve profitability without obtaining regulatory approval for additional indications, including use as a first-or second-line therapy.

We intend to manufacture at least a portion of our approved drug candidates ourselves. Delays in completing and receiving regulatory approvals for our manufacturing facilities, or damage to, destruction of or interruption of production at such facilities, could delay our development plans or commercialization efforts.

We are currently building manufacturing facilities in Shaoxing, China. These facilities may encounter unanticipated delays and expenses due to a number of factors, including regulatory requirements. If construction, regulatory evaluation and/or approval of our new facility is delayed, we may not be able to manufacture sufficient quantities of our drug candidates and our drugs, if approved, which would limit our development and commercialization activities and our opportunities for growth. Cost overruns associated with constructing or maintaining our facilities could require us to raise additional funds from other sources.

In addition to the similar manufacturing risks described in "– Risks Relating to Our Reliance on Third Parties," our manufacturing facilities may be subject to ongoing, periodic inspection by the FDA, NMPA, TFDA, TGA, MFDS or other comparable regulatory agencies to ensure compliance with cGMP. Our failure to follow and document our adherence to such cGMP regulations or other regulatory requirements may lead to significant delays in the availability of products for clinical or, in the future, commercial use, may result in the termination of or a hold on a clinical trial, or may delay or prevent filing or approval of marketing applications for our drug candidates or the commercialization of our drugs, if approved. We also may encounter problems with the following:

- achieving adequate or clinical-grade materials that meet FDA, NMPA, TFDA, TGA, MFDS or other comparable regulatory agency standards or specifications with consistent and acceptable production yield and costs;

- shortages of qualified personnel, raw materials or key contractors; and

- ongoing compliance with cGMP regulations and other requirements of the FDA, NMPA, TFDA, TGA, MFDS or other comparable regulatory agencies.

Failure to comply with applicable regulations could also result in sanctions being imposed on us, including fines, injunctions, civil penalties, a requirement to suspend or put on hold one or more of our clinical trials, failure of regulatory authorities to grant marketing approval of our drug candidates, delays, suspension or withdrawal of approvals, supply disruptions, license revocation, seizures or recalls of drug candidates or drugs, operating restrictions and criminal prosecutions, any of which could materially and adversely our business.

To produce our drugs in the quantities that we believe will be required to meet anticipated market demand of our drug candidates if approved, we will need to increase, or "scale up," the production process by a significant factor over the initial level of production. If we are unable to do so, are delayed, or if the cost of this scale up is not economically feasible for us or we cannot find a third-party supplier, we may not be able to produce our drugs in a sufficient quantity to meet future demand.

In addition to the similar manufacturing risks described in "– Risks Relating to Our Reliance on Third Parties," if our manufacturing facilities or the equipment in them is damaged or destroyed, we may not be able to quickly or inexpensively replace our manufacturing capacity or replace it at all. In the event of a temporary or protracted loss of the facilities or equipment, we might not be able to transfer manufacturing to a third party. Even if we could transfer manufacturing to a third party, the shift would likely be expensive and time-consuming, particularly since the new facility would need to comply with the necessary regulatory requirements and we would need regulatory agency approval before selling any drugs manufactured at that facility. Such an event could delay our clinical trials or reduce our product sales if and when we are able to successfully commercialize one or more of our drug candidates. Any interruption in manufacturing operations at our manufacturing facilities could result in our inability to satisfy the demands of our clinical trials or commercialization. Any disruption that impedes our ability to manufacture our drug candidates or drugs in a timely manner could materially and adversely our business, financial condition and operating results.

We may be subject, directly or indirectly, to applicable anti-kickback, false-claim, physician payment transparency, or fraud and abuse laws, or similar healthcare and security laws and regulations in the U.S., China and other jurisdictions, which could expose us to criminal sanctions, civil penalties, contractual damages, reputational harm, and diminished profits and future earnings.

Healthcare providers, physicians and others play a primary role in the recommendation and prescription of any products for which we obtain regulatory approval. If we obtain the NMPA or the FDA or other comparable regulatory authorities' approval for any of our drug candidates and begin commercializing those drugs in China, the U.S., Taiwan, Australia or markets, our operations may be subject to various PRC, U.S. federal and state and other applicable jurisdictions' fraud and abuse laws, including, without limitation, the PRC Anti-Unfair Competition Law, the PRC Criminal Law, the Federal Anti-Kickback Statute and the Federal False Claims Act, and physician payment sunshine laws and regulations. These laws may impact, among other things, our proposed sales, marketing and education programs. In addition, we may be subject to patient privacy regulation by both the federal government and the states in which we conduct our business.

If any of the physicians or other providers or entities with whom we expect to do business are found to be not in compliance with applicable laws, they may be subject to criminal, civil or administrative sanctions, including exclusions from government-funded healthcare programs, which may also adversely affect our business.

If we fail to comply with applicable anti-bribery laws, our reputation may be harmed and we could be subject to penalties and significant expenses that have a material adverse effect on our business, financial condition and results of operations.

We are subject to the anti-bribery laws of various jurisdictions. As our business has expanded, the applicability of the applicable anti-bribery laws to our operations has increased. Our procedures and controls to monitor anti-bribery compliance may fail to protect us from reckless or criminal acts committed by our employees or agents. If we, due to either our own deliberate or inadvertent acts or those of others, fail to comply with applicable anti-bribery laws, our reputation could be harmed and we could incur criminal or civil penalties, other sanctions and/or significant expenses, which could have a material adverse effect on our business, including our financial condition, results of operations, cash flows and prospects.

Risks Relating to Our Intellectual Property Rights

If we and our licensing partners are unable to obtain and maintain adequate patent and other intellectual property protection for our drug candidates throughout the world, or if the scope of such intellectual property rights obtained is not sufficiently broad, third parties could develop and commercialize products and technologies similar or identical to ours and compete directly against us, and our ability to successfully develop and commercialize any of our drug candidates or technologies would be materially adversely affected.

We seek to protect the drug candidates and technology that we consider commercially important by filing patent applications in China and other jurisdictions, relying on trade secrets or pharmaceutical regulatory protection or employing a combination of these methods. For further information on our patent portfolio, see "Business — Intellectual Property." If we or our licensors are unable to obtain and maintain patent and other intellectual property protection with respect to our drug candidates and technologies, our business, financial condition, results of operations and prospects could be materially harmed.

The patent prosecution process is expensive, time-consuming and complex, and we may not be able to file, prosecute, maintain, defend, enforce or license all necessary or desirable patents at a reasonable cost or in a timely manner in all desirable jurisdictions. As a result, we may not be able to prevent competitors or other third parties from developing and commercializing competitive drugs in all such fields and jurisdictions. Furthermore, the patent position of pharmaceutical and biopharmaceutical companies generally is highly uncertain, involves complex legal and factual questions, and has been the subject of much litigation in recent years. As a result, the issuance, scope, validity, enforceability and commercial value of our patent rights are highly uncertain. Our pending and future patent applications may not result in patents being issued which protect our technology or product candidates or which effectively prevent others from commercializing competitive technologies and product candidates.

The requirements for patentability differ in certain jurisdictions, particularly developing countries. For example, China has a heightened requirement for patentability and, specifically, requires a detailed description of medical uses of a claimed drug. Many jurisdictions have compulsory licensing laws under which a patent owner may be compelled to grant licenses to third parties. In addition, many jurisdictions limit the enforceability of patents against government agencies or government contractors. In these jurisdictions, the patent owner may have limited remedies, which could materially diminish the value of such patents. If we or any of our licensors are forced to grant a license to third parties with respect to any patents relevant to our business, our competitive position may be materially impaired and our business, financial condition, results of operations and prospects may be adversely affected.

It is also possible that we will fail to identify patentable aspects of our research and development output in time to obtain patent protection. Although we enter into non-disclosure and confidentiality agreements with parties who have access to confidential or patentable aspects of our research and development output, such as our employees, corporate collaborators, outside scientific collaborators, contract manufacturers, consultants, advisors and other third parties, any of these parties may breach such agreements and disclose such output before a patent application is filed, thereby jeopardizing our ability to obtain patent protection. In addition, publications of discoveries in the scientific literature often lag behind the actual discoveries, and patent applications in the U.S. and other jurisdictions are typically not published until 18 months after filing, or in some cases, not at all. Therefore, we cannot be certain that we were the first to make the inventions claimed in our patents or pending patent applications, or that we were the first to file for patent protection of such inventions. Furthermore, China and, recently, the U.S. have adopted the "first-to-file" system under which the first inventor to file a patent application will be awarded the patent if all other patentability requirements are met. Under the first-to-file system, third parties may be granted a patent relating to a technology which we invented.

In addition, under the PRC patent law, any organization or individual that applies for a patent in a foreign country for an invention or utility model accomplished in China is required to report to China National Intellectual Property Administration, or CNIPA, for confidentiality examination. Otherwise, if an application is later filed in China, the patent right will not be granted.

The coverage claimed in a patent application can be significantly reduced before the patent is issued, and its scope can be reinterpreted after issuance. Even if patent applications we own currently or in the future issue as patents, they may not issue in a form that will provide us with any meaningful protection, prevent competitors or other third parties from competing with us, or otherwise provide us with any competitive advantage. Any patents that we hold or in-license may be challenged, narrowed, circumvented, or invalidated by third parties. In addition, the patent position of biopharmaceutical and pharmaceutical companies generally is highly uncertain, involves complex legal and factual questions, and has been the subject of much litigation in recent years. As a result, the issuance, scope, validity, enforceability and commercial value of our patent rights are highly uncertain. Consequently, we do not know

whether any of our platform advances and product candidates will be protectable or remain protected by valid and enforceable patents. Our competitors or other third parties may be able to circumvent our patents by developing similar or alternative technologies or products in a non-infringing manner.

Furthermore, although various extensions may be available, the life of a patent and the protection it affords is limited. Even if we successfully obtain patent protection for an approved drug candidate, it may face competition from generic or biosimilar medications once the patent has expired. Manufacturers of generic or biosimilar drugs may challenge the scope, validity or enforceability of our patents in court or before a patent office, and we may not be successful in enforcing or defending those intellectual property rights and, as a result, may not be able to develop or market the relevant product exclusively, which would have a material adverse effect on any potential sales of that product. The applied and issued patents of our licensing partners for our drug candidates are expected to expire on various dates as described in "Business – Intellectual Property" in this prospectus. Upon the expiration of these and our future applied and issued patents, we will not be able to assert such patent rights against potential competitors and our business and results of operations may be adversely affected.

Given the amount of time required for the development, testing and regulatory review of new drug candidates, patents protecting such drug candidates might expire before or shortly after such drug candidates are commercialized. As a result, our patents and patent applications may not provide us with sufficient rights to exclude others from commercializing products similar or identical to ours, which could have a material adverse effect on our competitive position, business, financial conditions, results of operations and prospects. Additionally, patent rights we own currently or in the future or may license in the future may be subject to a reservation of rights by one or more third parties.

Our current or any future patent applications may not be successful and any patent rights we or our licensing partners have may be challenged and invalidated even after issuance, which would materially adversely affect our ability to successfully commercialize any product or technology.

The patent position of pharmaceutical and biopharmaceutical companies is generally highly uncertain, involves complex legal and factual questions, and has been the subject of much litigation in recent years. As a result, the issuance, scope, validity, enforceability and commercial value of our patent rights are highly uncertain. Our pending and future owned and licensed patent applications may not result in the issuance of patents at all, and even if were granted patents, they may not be issued in a form, or with a scope of claims, that will provide us with any meaningful protection, prevent competitors or other third parties from competing with us or otherwise provide us with any competitive advantage. In addition, the coverage claimed in a patent application can be significantly reduced before the patent is issued, its scope can be reinterpreted after issuance and changes in either the patent laws or interpretation of the patent laws in China, the U.S. and other jurisdictions may diminish the value of our patent rights or narrow the scope of our patent protection. Any patents that we own or in-license may be challenged, narrowed, circumvented or invalidated by third parties. We

cannot predict whether the patent applications we are currently pursuing and may pursue in the future will successfully result in the issuance of any patents in any particular jurisdiction or whether the claims of any issued patents will provide sufficient protection from competitors or other third parties.

The issuance of a patent is not conclusive as to its inventorship, scope, validity or enforceability, and our patent rights may be challenged in the courts or patent offices in China, the U.S. and other jurisdictions. We or our licensing partners may be subject to claims that former employees, collaborators or other third parties have an interest in our patents or other intellectual property or become involved in opposition, derivation, revocation, reexamination, post-grant and *inter partes* review, or interference proceedings challenging our patent rights or the patent rights of others. If we or our licensing partners are unsuccessful in any interference proceedings or other priority or validity disputes (including any patent oppositions) to which our or the in-licensed intellectual properties are subject, we may lose valuable intellectual property rights through the loss of one or more patents or our patent claims may be narrowed, invalidated, or held unenforceable . In addition, if we or our licensing partners are unsuccessful in any inventorship disputes to which we or they are subject, we may lose valuable intellectual property rights, such as exclusive ownership. If we or our licensing partners are unsuccessful in any interference proceeding or other priority or inventorship dispute, we may be required to obtain and maintain licenses from third parties, including parties involved in any such interference proceedings or other priority or inventorship disputes. Such licenses may not be available on commercially reasonable terms or at all, or may be non-exclusive. If we are unable to obtain and maintain such licenses, we may need to cease the development, manufacture and commercialization of one or more of our drug candidates. The loss of exclusivity or the narrowing of our or our licensing partners' patent claims could limit our ability to stop others from using or commercializing similar or identical drug products. Any of the foregoing could result in a material adverse effect on our business, financial condition, results of operations or prospects. Even if we are successful in an interference proceeding or other similar priority or inventorship disputes, it could result in substantial costs and be a distraction to our management and other employees.

Despite measures we or our licensing partners take to obtain patent protection with respect to our major drug candidates and technologies, any of such issued patents could be challenged or invalidated. For example, if we or one of our licensors were to initiate legal proceedings against a third party to enforce a patent covering one of our drug candidates, the defendant could counterclaim that our patent is invalid or unenforceable. In patent litigation in the U.S., for example, defendant counterclaims alleging invalidity or unenforceability are commonplace, and there are numerous grounds upon which a third party can assert invalidity or unenforceability of a patent. Grounds for a validity challenge could be an alleged failure to meet any of several statutory requirements, including lack of novelty, obviousness, lack of written description or non-enablement. Grounds for an unenforceability assertion could be an allegation that someone connected with prosecution of the patent withheld material information from the relevant patent office, or made a misleading statement, during prosecution. Third parties may also raise similar claims before administrative bodies in China, the U.S. or in other jurisdictions, even outside the context of litigation. Such mechanisms

include ex parte re-examination, inter partes review, post-grant review, interference proceedings, derivation, invalidation, revocation and equivalent proceedings in non-U.S. jurisdictions, such as opposition proceedings. The outcome following legal assertions of invalidity and unenforceability is unpredictable. Such proceedings could result in revocation of or amendment to our patents in such a way that they no longer adequately cover and protect our drug candidates. Even if a third party does not prevail on a legal assertion of invalidity or unenforceability, our patent claims may be construed in a manner that would limit our ability to enforce such claims against such third party and others.

Additionally, patent rights we may own or license currently or in the future may be subject to a reservation of rights by one or more third parties. For example, under U.S. law, when new technologies are developed with U.S. government funding, the U.S. government generally obtains certain rights in any resulting patents, including a non-exclusive license authorizing the government to use the invention for non-commercial purposes. These rights may also permit the U.S. government to disclose our confidential information to third parties and to exercise march-in rights to use or allow third parties to use our licensed technology that was developed using U.S. government funding. The U.S. government can exercise its march-in rights if it determines that action is necessary because we fail to achieve practical application of the U.S. government-funded technology, or if it determines that action is necessary to alleviate health or safety needs, to meet requirements of federal regulations, or to give preference to U.S. industry. In addition, our rights in such government-funded inventions may be subject to certain requirements to manufacture products embodying such inventions in the U.S. Any exercise by the government or other third parties of such rights could harm our competitive position, business, financial condition, results of operations, and prospects. Furthermore, the recipient of such U.S. government funding is required to comply with certain government regulations, including timely disclosing the inventions claimed in such patent rights to the U.S. government and timely electing title to such inventions. If we fail to meet these obligations, it may lead to a loss of rights or the unenforceability of relevant patents or patent applications. Any of the foregoing could have a material adverse effect on our competitive position, business, financial conditions, results of operations and prospects.

We may not be able to protect our intellectual property rights throughout the world or prevent unfair competition by third parties.

Filing, prosecuting, maintaining and defending patents on drug candidates in all countries throughout the world could be prohibitively expensive for us, and our intellectual property rights in some non-U.S. countries can have a different scope and strength. In addition, the laws of certain non-U.S. countries do not protect intellectual property rights to the same extent as the laws of the U.S. Consequently, we may not be able to prevent third parties from practicing our inventions or from selling or importing drugs made using our inventions in all countries. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own drugs and, further, may export otherwise infringing drugs to other countries where we have patent protection, but where enforcement rights are relatively weaker. These drugs may compete with our drug candidates, and our patent rights or other intellectual property rights may not be effective or adequate to prevent them from competing.

Many companies have encountered problems in registering, protecting and defending intellectual property rights in certain jurisdictions, including China. For example, we may not be able to register our exclusive licenses for our in-licensed products in China. While this does not impact our contractual rights under our licensing agreements, we may experience difficulties enforcing our exclusive rights against third parties if our licensors were to breach the licensing agreements and license such parties to use those products in China. Furthermore, the legal systems of some countries do not favor the enforcement of patents, trade secrets and other intellectual property, particularly those relating to biopharmaceutical products, which could make it difficult in those jurisdictions for us to stop the infringement, misappropriation or other violation of our patents or other intellectual property rights, or the marketing of competing drugs in violation of our proprietary rights.

Additionally, many countries have compulsory licensing laws under which a patent owner may be compelled to grant licenses to third parties. In addition, many countries limit the enforceability of patents against government agencies or government contractors. In these countries, the patent owner may have limited remedies, which could materially diminish the value of such patent. If any of the forgoing occurs, any patents relevant to our business, our competitive position may be impaired, and our business, financial condition, results of operations and prospects may be adversely affected.

We may become involved in lawsuits to protect or enforce our intellectual property, which could be expensive, time-consuming and unsuccessful.

Competitors or other third parties may challenge the validity and enforceability of our patents and/or those of our licensing partners, or infringe, misappropriate or otherwise violate our other intellectual property rights. In addition, our patents or the patents of our licensing partners may become involved in inventorship or priority disputes. To counter infringement, misappropriation or any other unauthorized use, litigation may be necessary in the future to enforce or defend our intellectual property rights, to protect our trade secrets or to determine the validity and scope of our own intellectual property rights or the proprietary rights of others. In an infringement proceeding, a court may decide that a patent owned or in-licensed by us is invalid or unenforceable, or may refuse to stop the other party from using the technology at issue on the grounds that our owned and in-licensed patents do not cover the technology in question. An adverse result in any litigation proceeding could put one or more of our owned or in-licensed patents at risk of being invalidated or interpreted narrowly. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. Litigation and other proceedings in connection with any of the foregoing claims can be expensive and time-consuming and, even if resolved in our favor, may cause us to incur significant expenses and could distract management and our scientific and technical personnel from their normal responsibilities. We may not prevail in any lawsuits that we initiate, and the damages or other remedies awarded, if any, may not be commercially meaningful. Any claims that we assert against perceived infringers and other violators could also provoke these parties to assert counterclaims against us alleging that we

infringe, misappropriate or otherwise violate their intellectual property rights. Many of our current and potential competitors have the ability to dedicate substantially greater resources to enforce and defend their intellectual property rights than we can.

Moreover, if the breadth or strength of protection provided by our patents, patent applications and in-licensed patents is threatened, it could dissuade companies from collaborating with us to license, develop or commercialize our drug candidates. Any of the foregoing could have a material adverse effect on our competitive position, business, financial conditions, results of operations and prospects.

Obtaining and maintaining our patent protection depends on compliance with various procedural, document submission, fee payment and other requirements imposed by governmental patent agencies, and our patent protection could be reduced or eliminated for non-compliance with these requirements.

Periodic maintenance fees, renewal fees, annuity fees and various other governmental fees on patents and patent applications are due to be paid to the CNIPA, USPTO and other patent agencies in several stages over the lifetime of a patent. The CNIPA, USPTO and various non-U.S. governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application and maintenance process. We are also dependent on our licensors to take the necessary action to comply with these requirements with respect to our licensed intellectual property. Although an inadvertent lapse can in many cases be cured by payment of a late fee or by other means in accordance with the applicable rules, there are situations in which non-compliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. Non-compliance events that could result in abandonment or lapse of a patent or patent application include failure to respond to official actions within prescribed time limits, non-payment of fees and failure to properly legalize and submit formal documents. In any such event, our competitors might be able to enter the market, which would have a material adverse effect on our business.

Changes in patent law of China, the U.S. or other jurisdictions could diminish the value of patents in general, thereby impairing our ability to protect our drug candidates.

As is the case with other pharmaceutical and biopharmaceutical companies, our success is heavily dependent on obtaining, maintaining, enforcing and defending intellectual property, particularly patents. Obtaining and enforcing patents in the pharmaceutical and biopharmaceutical industry involves technological and legal complexity, and obtaining and enforcing pharmaceutical and biopharmaceutical patents is costly, time-consuming and inherently uncertain. Changes in either the patent laws or their interpretation in China, the U.S. or other jurisdictions may increase the uncertainties and costs surrounding the prosecution of our patents, diminish our ability to protect our inventions, obtain, maintain, defend, and enforce our intellectual property rights and, more generally, affect the value of our intellectual property or narrow the scope of our patent rights.

In China, intellectual property laws are constantly evolving, with efforts being made to improve intellectual property protection in China. For example, a Draft Amendment to the PRC Patent Law (《專利法(修正案草案)》) was released in July 2020 and proposed to introduce patent extensions to eligible innovative drug patents and patent term adjustment. If adopted, patents owned by third parties may be extended, which may in turn affect our ability to commercialize our products without facing infringement risks. The adoption of this draft amendment may enable the patent owner to submit applications for a patent term extension or enable CNIPA to adjust the patent term. The length of any such extension or adjustment is uncertain. If we are required to delay commercialization for an extended period of time, technological advances may develop and new products may be launched, which may in turn render our products non-competitive. We cannot guarantee that any other changes to PRC intellectual property laws would not have a negative impact on our intellectual property protection.

Recently enacted U.S. laws have changed the procedures through which patents may be obtained and by which the validity of patents may be challenged. For example, the Leahy-Smith America Invents Act, or the Leahy-Smith Act, includes a number of significant changes to U.S. patent law. These changes include provisions that affect the way patent applications are prosecuted, redefine prior art, provide more efficient and cost-effective avenues for competitors to challenge the validity of patents, and enable third-party submission of prior art to the USPTO during patent prosecution and additional procedures to attack the validity of a patent by USPTO-administered post-grant proceedings, including post-grant review, *inter partes* review and derivation proceedings. Assuming that other requirements for patentability are met, prior to March 2013, in the U.S., the first to invent the claimed invention was entitled to the patent, while outside the U.S., the first to file a patent application was entitled to the patent. After March 2013, under the Leahy-Smith Act, the U.S. transitioned to a first-to-file system in which, assuming that the other statutory requirements for patentability are met, the first inventor to file a patent application will be entitled to the patent on an invention regardless of whether a third party was the first to invent the claimed invention. As such, the Leahy-Smith Act and its implementation could increase the uncertainties and costs surrounding the prosecution of our patent applications in the U.S. and the enforcement or defense of our issued patents, each of which could have a material adverse effect on our business, financial condition, results of operations and prospects. Recent U.S. Supreme Court rulings have also changed the law surrounding patent eligibility and narrowed the scope of patent protection available in certain circumstances and weakened the rights of patent owners in certain situations. In addition to increasing uncertainty with regard to our ability to obtain patents in the future, this combination of events has created uncertainty with respect to the value of patents once obtained, if any. Depending on decisions by the U.S. Congress, the federal courts and the USPTO, the laws and regulations governing patents could change in unpredictable ways that could weaken our ability to obtain new patents or to enforce our existing patents and patents that we might obtain in the future. There could be similar changes in the laws of foreign jurisdictions that may impact the value of our patent rights or our other intellectual property rights all of which could have a material adverse effect on our patent rights and our ability to protect, defend and enforce our patent rights in the future, as well as on our competitive position, business, financial conditions, results of operations and prospects.

FIRRMA may restrict our ability to acquire technologies and assets in the U.S. that are material to our commercial success.

The U.S. Congress has passed legislation that will expand the jurisdiction and powers of the Committee on Foreign Investment in the U.S. ("**CFIUS**"), the U.S. interagency committee that conducts national security reviews of foreign investment. President Trump signed the Foreign Investment Risk Review Modernization Act ("**FIRRMA**") in August 2018. Pursuant to the FIRRMA, investments in companies that deal in "critical technology" are subject to filing requirements and, in some instances, review and approval by the CFIUS. The term "critical technology" includes, among others, technology subject to U.S. export controls and certain "emerging and foundational technology," a term that is still being defined but that is expected to include a range of U.S. biotechnology. If an investment by a foreign entity in a U.S. business dealing in "critical technology" meets certain thresholds, a filing with the CFIUS is mandatory. While the FIRRMA currently grants CFIUS jurisdiction on only controlling and certain non-controlling investments made by foreign persons in U.S. businesses in research and development in biotechnology, the CFIUS's jurisdiction may be further expanded in the future, which may place additional limitations on strategic collaborations with our current U.S. partners, which could detrimentally affect our capacity to acquire foreign assets in the U.S. that may be material to our commercial success.

The absence of patent linkage, patent term extensions and data and market exclusivity for NMPA-approved pharmaceutical products could increase the risk of early generic competition with our products in China.

In the U.S., the Federal Food, Drug and Cosmetic Act, the FDCA, as amended by the law generally referred to as "Hatch-Waxman," provides the opportunity for patent term restoration that provides a patent term extension of up to five years to reflect patent time period lost during certain portions of product development and the FDA regulatory review process. Hatch-Waxman also has a process for patent linkage, pursuant to which the FDA will stay approval of certain follow-on applications for a period of up to 30 months if, within 45 days of receiving notice of a follow-on application, we file a patent infringement suit against such applicant. Finally, Hatch-Waxman provides for statutory exclusivities that can prevent submission or approval of certain follow-on marketing applications. For example, federal law provides a five-year period of exclusivity within the U.S. to the first applicant to obtain approval of a new chemical entity (as defined by the FDCA) and three years of exclusivity protecting certain innovations to previously approved active ingredients where the applicant was required to conduct new clinical investigations to obtain approval for the modification. Similarly, the United States Orphan Drug Act provides seven years of market exclusivity for certain drugs to treat rare diseases, where the FDA designates the drug candidate as an orphan drug and the drug is approved for the designated orphan indication. These provisions, designed to promote innovation, can prevent competing products from entering the market for a certain period of time after the FDA grants marketing approval for the innovative product.

Depending upon the timing, duration and specifics of any FDA marketing approval process for any drug candidates we may develop, one or more of our U.S. patents may be eligible for limited patent term extension under Hatch-Waxman. Hatch-Waxman permits a patent extension term of up to five years as compensation for patent time period lost during clinical trials and the FDA regulatory review process. A patent term extension cannot extend the remaining term of a patent beyond a total of 14 years from the date of drug approval, only one patent may be extended and only those claims covering the approved drug, a method for using it, or a method for manufacturing it may be extended. However, we may not be granted an extension because of, for example, failing to exercise due diligence during the testing phase or regulatory review process, failing to apply within applicable deadlines, failing to apply prior to expiration of relevant patents, or otherwise failing to satisfy applicable requirements. Moreover, the applicable time period or the scope of patent protection afforded could be less than we request. In China, however, there is no currently effective law or regulation providing patent term extension, patent linkage, or data exclusivity (referred to as regulatory data protection). Therefore, a lower-cost generic drug can emerge onto the market much more quickly. Chinese regulators have set forth a framework for integrating patent linkage and data exclusivity into the Chinese regulatory regime, as well as for establishing a pilot program for patent term extension. To be implemented, this framework will require adoption of regulations. To date, no regulations have been issued. These factors result in weaker protection for us against generic competition in China than could be available to us in the U.S. For instance, the patents we have in China are not yet eligible to be extended for patent term lost during clinical trials and the regulatory review process. If we are unable to obtain patent term extension, or the term of any such extension is less than we request, our competitors may obtain approval of competing products following our patent expiration, and our business, financial condition, results of operations and prospects could be materially harmed.

If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed. We may be subject to claims that our employees, consultants or advisers have wrongfully used or disclosed alleged trade secrets of their former employers, and we may be subject to claims asserting ownership of what we regard as our own intellectual property.

In addition to our issued patents and pending patent applications, we rely on trade secrets and confidential information, including unpatented know-how, technology and other proprietary information, to maintain our competitive position and to protect our drug candidates. We seek to protect our trade secrets and confidential information, in part, by entering into non-disclosure and confidentiality agreements with parties that have access to trade secrets or confidential information, such as our employees, corporate collaborators, outside scientific collaborators, sponsored researchers, contract manufacturers, consultants, advisers and other third parties. However, we may not be able to prevent the unauthorized disclosure or use of our trade secrets and confidential information by the parties to these agreements. Monitoring unauthorized uses and disclosures is difficult and we do not know whether the steps we have taken to protect our proprietary technologies will be effective. Any of the parties with whom we enter into confidentiality agreements may breach or violate the terms of any such agreements and may disclose our proprietary information, and we may not

be able to obtain adequate remedies for any such breach or violation. As a result, we could lose our trade secrets and third parties could use our trade secrets to compete with our drug candidates and technology. Additionally, we cannot guarantee that we have entered into such agreements with each party that may have or has had access to our trade secrets or proprietary technology and processes. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret can be difficult, expensive and time-consuming, and the outcome is unpredictable. In addition, some courts inside and outside the United States are less willing or unwilling to protect trade secrets. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor or other third party, we would have no right to prevent them from using that technology or information to compete with us and our competitive position would be harmed.

Furthermore, many of our employees, consultants, and advisers, including our senior management, may currently be, or were previously employed at other pharmaceutical or biopharmaceutical companies, including our competitors or potential competitors. Some of these employees, consultants, and advisers, including each member of our senior management, may have executed proprietary rights, non-disclosure and non-competition agreements in connection with such previous employment. Although we try to ensure that our employees, consultants and advisors do not use the proprietary information or know-how of others in their work for us, we may be subject to claims that we or these individuals have used or disclosed intellectual property, including trade secrets or other proprietary information, of any such individual's current or former employer. We are not aware of any threatened or pending claims related to these matters or concerning the agreements with our senior management, but in the future litigation may be necessary to defend against such claims. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or be required to obtain licenses to such intellectual property rights, which may not be available on commercially reasonable terms or at all. An inability to incorporate such intellectual property rights would materially and adversely our business and may prevent us from successfully commercializing our drug candidates. In addition, we may lose personnel as a result of such claims and any such litigation or the threat thereof may adversely affect our ability to hire employees or contract with independent contractors. A loss of key personnel or their work product could hamper or prevent our ability to commercialize our drug candidates and technology, which would have a material adverse effect on our business, results of operations, financial condition and prospects. Even if we are successful in defending against such claims, litigation could result in substantial costs and be a distraction to our employees and management. In addition, while we typically require our employees, consultants and contractors who may be involved in the conception or development of intellectual property to execute agreements assigning such intellectual property to us, we may be unsuccessful in executing such an agreement with each party who in fact develops intellectual property that we regard as our own. Furthermore, even when we obtain agreements assigning intellectual property to us, the assignment of intellectual property rights may not be self-executing, or the assignment agreements may be breached, each of which may result in claims by or against us related to the ownership of such intellectual property to determine the ownership of what we regard as our intellectual property. Furthermore, individuals executing agreements with us may have pre-existing or competing obligations to a third party, such as an academic institution, and

thus an agreement with us may be ineffective in perfecting ownership of inventions developed by that individual. If we fail in prosecuting or defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights. Even if we are successful in prosecuting or defending any of the foregoing claims, litigation could result in substantial costs and be a distraction to our management and scientific personnel.

In addition, we may in the future be subject to claims by former employees, consultants or other third parties asserting an ownership right in our owned or licensed patents or patent applications. An adverse determination in any such submission or proceeding may result in loss of exclusivity or freedom to operate or in patent claims being narrowed, invalidated or held unenforceable, in whole or in part, which could limit our ability to stop others from using or commercializing similar drug candidates or technology, without payment to us, or could limit the duration of the patent protection covering our drug candidates and technology. Such challenges may also result in our inability to develop, manufacture or commercialize our drug candidates without infringing third-party patent rights. In addition, if the breadth or strength of protection provided by our owned or licensed patents and patent applications is threatened, it could dissuade companies from collaborating with us to license, develop or commercialize current or future drug candidates. Any of the foregoing could have a material adverse effect on our competitive position, business, financial conditions, results of operations and prospects.

We may not be successful in obtaining or maintaining necessary rights for our development pipeline through in-licenses and acquisitions.

Because our programs may involve additional drug candidates that require the use of proprietary rights held by third parties, the growth of our business may depend in part on our ability to acquire and maintain licenses or other rights to use these proprietary rights. We may be unable to acquire or in-license any compositions, methods of use, or other intellectual property rights from third parties that we identify. The licensing and acquisition of third-party intellectual property rights is a competitive area, and a number of more established companies are also pursuing strategies to license or acquire third-party intellectual property rights that we may consider attractive or necessary. These established companies may have a competitive advantage over us due to their size, cash resources and greater clinical development and commercialization capabilities. In addition, companies that perceive us to be a competitor may be unwilling to assign or license rights to us. We also may be unable to license or acquire third party intellectual property rights on terms that would allow us to make an appropriate return on our investment or at all. If we are unable to successfully obtain rights to required third-party intellectual property rights or maintain the existing intellectual property rights we have, we may have to abandon development of the relevant program or drug candidate, which could have a material adverse effect on our business, financial condition, results of operations and prospects for growth.

If our trademarks and trade names are not adequately protected, then we may not be able to build name recognition in our markets of interest and our business may be adversely affected.

The registered or unregistered trademarks or trade names that we own or license may be challenged, infringed, circumvented, declared generic, lapsed or determined to be infringing on or dilutive of other marks. If third parties succeed in registering or developing common law rights in trademarks similar or identical to our trademarks, and if we are not successful in challenging such rights, we may not be able to use these trademarks to develop brand recognition of our products. In addition, there could be potential trade name or trademark infringement claims brought by owners of other registered trademarks or trademarks that incorporate variations of our registered or unregistered trademarks or trade names. As our products mature, our reliance on our trademarks to differentiate us from our competitors will increase, and as a result, if we are unable to prevent third parties from adopting, registering or using trademarks and trade dress that infringe, dilute or otherwise violate our trademark rights, or engaging in conduct that constitutes unfair competition, defamation or other violation of our rights, our business could be materially adversely affected.

Claims that our drug candidates or the sale or use of our future products infringes, misappropriates or otherwise violates the patent or other intellectual rights of third parties could result in costly litigation, the outcome of which would be uncertain, or could require substantial time and money to resolve, even if litigation is avoided.

Our commercial success depends upon our ability to develop, manufacture, market and sell our drug candidates without infringing, misappropriating or otherwise violating the intellectual property rights of others. The biotechnology industry is characterized by extensive litigation regarding patents and other intellectual property rights. We cannot guarantee that our drug candidates or any uses of our drug candidates do not and will not in the future infringe third-party patents or other intellectual property rights. It is also possible that we failed to identify, or may in the future fail to identify, relevant patents or patent applications held by third parties that cover our drug candidates. Additionally, pending patent applications which have been published can, subject to certain limitations, be later amended in a manner that could cover our products or their use.

Third parties might allege that we are infringing their patent rights or that we have misappropriated their trade secrets, or that we are otherwise violating their intellectual property rights, whether with respect to the manner in which we have conducted our research, use or manufacture of the compounds we have developed or are developing. Such third parties might resort to litigation against us or other parties we have agreed to indemnify, which litigation could be based on either existing intellectual property or intellectual property that arises in the future.

Parties making infringement, misappropriation, or other intellectual property claims against us may obtain injunctive or other equitable relief, which could block our ability to further develop and commercialize one or more of our product candidates. Defense of these claims, regardless of their merit, would involve substantial litigation expense and would be a substantial diversion of management and employee resources from our business. In addition, even if we believe any third-party intellectual property claims are without merit, there is no assurance that a court would find in our favor on questions of validity, enforceability, priority, or non-infringement. A court of competent jurisdiction could hold that such third party patents are valid, enforceable, and infringed, which could materially and adversely affect our ability to commercialize any of our products or technologies covered by the asserted third-party patents. In order to successfully challenge the validity of any such third-party U.S. patents in federal court, we would need to overcome a presumption of validity. As this burden is a high one requiring us to present clear and convincing evidence as to the invalidity of any such U.S. patent claim, there is no assurance that a court of competent jurisdiction would invalidate the claims of any such U.S. patent.

In order to avoid or settle potential claims with respect to any patent or other intellectual property rights of third parties, we may choose or be required to seek a license from a third party and be required to pay license fees or royalties or both, which could be substantial. These licenses may not be available on acceptable terms, or at all. Even if we were able to obtain a license, the rights may be non-exclusive, which could result in our competitors gaining access to the same intellectual property, and it could require us to make substantial licensing and royalty payments. Ultimately, we could be prevented from commercializing future approved drugs, or be forced, by court order or otherwise, to cease some or all aspects of our business operations, if, as a result of actual or threatened patent or other intellectual property claims, we are unable to enter into licenses on acceptable terms. Further, we could be found liable for significant monetary damages as a result of claims of intellectual property infringement, including treble damages and attorneys' fees if we are found to willfully infringe a third party's patent.

Defending against claims of patent infringement, misappropriation of trade secrets or other violations of intellectual property rights could be costly and time consuming, regardless of the outcome. Thus, even if we were to ultimately prevail, or to settle at an early stage, such litigation could burden us with substantial unanticipated adverse impacts on our business.

Intellectual property rights do not necessarily address all potential threats.

As is the case with other pharmaceutical companies, our success is heavily dependent on intellectual property, particularly patents and trademarks of our trade name. As of the Latest Practicable Date, we had filed six patent applications for our drug candidates, and had registered 20 trademarks in the PRC and 58 registered trademarks in the rest of the world, and we were also the registered owner of two domain names. In addition, we had exclusive rights to develop and commercialize certain licensed products under approximately 290 patents and patent applications globally as of the same date. See "Business — Intellectual Property" for

more details. The degree of future protection afforded by our intellectual property rights is uncertain because intellectual property rights have limitations, and may not adequately protect our business or permit us to maintain our competitive advantage. For example:

- others may be able to make products that are similar to any drug candidates we may develop or utilize similar technology that are not covered by the claims of the patents that we own or license now or in the future;

- we or any future collaborators might not have been the first to make the inventions covered by the issued patent or pending patent application that we own or may license in the future;

- we or any future collaborators might not have been the first to file patent applications covering certain of our or their inventions;

- others may independently develop similar or alternative technologies or duplicate any of our technologies without infringing, misappropriating or otherwise violating our intellectual property rights;

- it is possible that our pending patent applications or those that we may own in the future will not lead to issued patents;

- patents that may be issued from our pending patent applications may be held invalid or unenforceable, including as a result of legal challenges by our competitors;

- our competitors might conduct research and development activities in countries where we do not have patent rights and then use the information learned from such activities to develop competitive products for sale in our major commercial markets;

- we may not develop additional proprietary technologies that are patentable;

- the patents of others may materially and adversely affect our business; and

- we may choose not to file a patent for certain trade secrets or know-how, and a third party may subsequently file a patent covering such intellectual property.

Should any of these events occur, they could have a material adverse effect on our business, financial condition, results of operations and prospects.

RISKS RELATING TO OUR OPERATIONS

Our future success depends on our ability to retain key executives and to attract, train, retain and motivate qualified and highly skilled personnel especially R&D and clinical related staff.

We are highly dependent on Dr. Jay Mei, our founder, Chairman and CEO and other principal members of our management and scientific teams. Although we have formal employment agreements with each of our executive officers, these agreements do not prevent our executives from terminating their employment with us at any time. We do not maintain key-person insurance for any of our executives or other employees. The loss of the services of any of these persons could impede the achievement of our research, development and commercialization objectives.

To incentivize valuable employees, especially these R&D and clinical related staff that are key to our R&D efforts, to remain at our Group, in addition to salary and cash incentives, we have provided share incentives that vest over time. The value to employees of these equity grants that vest over time may be significantly affected by movements in the market price of our Shares that are beyond our control, and may at any time be insufficient to counteract more lucrative offers from other companies. Although we have employment agreements with our key employees, any of our employees could leave our employment at any time, with or without notice.

Recruiting and retaining qualified scientific, technical, clinical, manufacturing, and sales and marketing personnel in the future will also be critical to our success. The loss of the services of our executive officers or other key employees and consultants could impede the achievement of our research, development and commercialization objectives and seriously harm our ability to successfully implement our business strategy.

Furthermore, replacing executive officers, key employees, experienced R&D staff or consultants may be difficult and may take an extended period of time because of the limited number of individuals in our industry with the breadth of skills and experience required to successfully develop, obtain regulatory approval of and commercialize products like those we develop. Competition to hire from this limited pool is intense, and we may be unable to hire, train, retain or motivate these key personnel or consultants on acceptable terms given the competition among numerous pharmaceutical and biopharmaceutical companies for similar personnel. To compete effectively, we may need to offer higher compensation and other benefits, which could materially and adversely affect our financial condition and results of operations. In addition, we may not be successful in training our professionals to keep pace with technological and regulatory standards. Any inability to attract, motivate, train or retain qualified scientists or other technical personnel may have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

Our reputation is key to our business success. Negative publicity may adversely affect our reputation, business and growth prospect.

Any negative publicity concerning us, our affiliates or any entity that shares the "Antengene" name, even if untrue, could adversely affect our reputation and business prospects. We cannot assure you that negative publicity about us or any of our affiliates or any entity that shares the "Antengene" name would not damage our brand image or have a material adverse effect on our business, results of operations and financial condition. In addition, referrals and word of mouth have significantly contributed to our ability to establishing new partnerships. As a result, any negative publicity about us or any of our affiliates or any entity that shares the "Antengene" name could adversely affect our ability to maintain our existing collaboration arrangements or attract new partners.

We have significantly increased the size and capabilities of our organization, and we may experience difficulties in managing our growth.

We had 108 employees as at the Latest Practicable Date. As our development and commercialization plans and strategies evolve, we must add a significant number of additional managerial, operational, manufacturing, sales, marketing, financial and other personnel. Our recent growth and any future growth will impose significant added responsibilities on members of management, including:

- identifying, recruiting, integrating, maintaining and motivating additional employees;

- managing our internal development efforts effectively, including the clinical and regulatory authority review process for our drug candidates, while complying with our contractual obligations to contractors and other third parties; and

- improving our operational, financial and management controls, reporting systems, and procedures.

Our future financial performance and our ability to commercialize our drug candidates will depend, in part, on our ability to effectively manage our recent growth and any future growth, and our management may also have to divert a disproportionate amount of its attention away from day-to-day activities in order to devote a substantial amount of time to managing these growth activities.

If we are not able to effectively manage our growth and further expand our organization by hiring new employees and expanding our groups of consultants and contractors as needed, we may not be able to successfully implement the tasks necessary to further develop and commercialize our drug candidates and, accordingly, may not achieve our research, development and commercialization goals.

We may be involved in lawsuits, claims, administrative proceedings or other legal proceedings against us, which could adversely affect our business, financial conditions, results of operations and reputation.

We may be involved in lawsuits, claims, administrative proceedings or other legal proceedings arising in the ordinary course of business or pursuant to governmental or regulatory enforcement activity from time to time. Litigation and governmental proceedings can be expensive, lengthy and disruptive to normal business operations, and can require extensive management attention and resources, regardless of their merit. Furthermore, any litigations, legal disputes, claims or administrative proceedings which are initially not of material importance may escalate and become important to us due to a variety of factors, such as the facts and circumstances of the cases, the likelihood of loss, the monetary amount at stake, and the parties involved.

Additionally, our insurance might not cover claims brought against us, might not provide sufficient payments to cover all of the costs to resolve one or more such claims, and might not continue to be available on terms acceptable to us. In particular, any claim could result in unanticipated liability to us if the claim is outside the scope of the indemnification arrangement we have with third parties, they do not abide by the indemnification arrangement as required, or the liability exceeds the amount of any applicable indemnification limits or available insurance coverage. While we intend to defend the aforementioned matters vigorously, we cannot predict the results of complex legal proceedings and an unfavorable resolution of a lawsuit or proceeding could materially adversely affect our business, results of operations, financial conditions and reputation.

If we engage in acquisitions, joint ventures or strategic partnerships, this may increase our capital requirements, dilute our shareholders, cause us to incur debt or assume contingent liabilities, may have a material adverse effect on our ability to manage our business and may not be successful.

From time to time, to pursue our growth strategy, we may evaluate various acquisitions, joint ventures and strategic partnerships, including licensing or acquiring complementary products, intellectual property rights, technologies or businesses. Any completed, in-process or potential acquisition or strategic partnership may entail numerous risks, including:

- increased operating expenses and cash requirements;
- the assumption of additional indebtedness or contingent or unforeseen liabilities;
- the issuance of our equity securities;
- assimilation of operations, intellectual property and products of an acquired company, including difficulties associated with integrating new personnel;

- the diversion of our management's attention from our existing product programs and initiatives in pursuing such a strategic merger or acquisition;

- retention of key employees, the loss of key personnel, and uncertainties in our ability to maintain key business relationships;

- risks and uncertainties associated with the other party to such a transaction, including the prospects of that party and their existing drugs or drug candidates and regulatory approvals; and

- our inability to generate revenue from acquired technology and/or products sufficient to meet our objectives in undertaking the acquisition or even to offset the associated acquisition and maintenance costs.

We may not be able to identify attractive targets, and we have limited experience in acquisitions. In addition, we may not be able to successfully acquire the targets identified despite spending a significant amount of time and resources on pursuing such acquisition. Furthermore, integration of an acquired company, its intellectual property or technology into our own operations is a complex, time-consuming and expensive process. The successful integration of an acquisition may require, among other things, that we integrate and retain key management, sales and other personnel, integrate the acquired technologies or services from both an engineering and a sales and marketing perspective, integrate and support preexisting supplier, distribution and customer relationships, coordinate research and development efforts, and consolidate duplicate facilities and functions. The geographic distance between companies, the complexity of the technologies and operations being integrated, and the disparate corporate cultures being combined may increase the difficulties of integrating an acquired company or technology. In addition, it is common in our industry for competitors to attract customers and recruit key employees away from companies during the integration phase of an acquisition. In addition, if we undertake acquisitions, we may issue dilutive securities, assume or incur debt obligations, incur large one-time expenses, and acquire intangible assets that could result in significant future amortization expense.

PRC regulations and rules concerning mergers and acquisitions, including the Regulations on Mergers and Acquisitions of Domestic Companies by Foreign Investors, or the M&A Rules, and other recently adopted regulations and rules with respect to mergers and acquisitions established additional procedures and requirements that could make merger and acquisition activities by foreign investors more time-consuming and complex. Moreover, according to the Anti-Monopoly Law of PRC and the Provisions on Thresholds for Prior Notification of Concentrations of Undertakings issued by the State Council, the concentration of business undertakings by way of mergers, acquisitions or contractual arrangements that allow one market player to take control of or to exert decisive impact on another market player must also be declared in advance to the MOFCOM when the threshold is crossed and such concentration shall not be implemented without the clearance of prior notification. In addition, the Regulations on Implementation of Security Review System for the Merger and Acquisition of Domestic Enterprise by Foreign Lenders, or the "Security Review Rules," issued by the

MOFCOM specify that mergers and acquisitions by foreign investors that raise "national defense and security" concerns, and mergers and acquisitions through which foreign investors may acquire the de facto control over domestic enterprises that raise "national security" concerns are subject to strict review by the MOFCOM. In the future, we may grow our business by acquiring complementary businesses. Complying with the requirements of the above-mentioned regulations and other relevant rules to complete such transactions could be time-consuming, and any required approval and filing processes, including obtaining approval or filings from the MOFCOM or its local counterparts, may delay or inhibit our ability to complete such transactions. Our ability to expand our business or maintain or expand our market share through future acquisitions would as such be materially and adversely affected.

If we fail to effectively manage our anticipated growth or execute on our growth strategies, our business, financial condition, results of operations and prospects could suffer.

Our growth strategies aim to develop potential best-in-class and/or first-in-class therapies for oncology and autoimmune diseases globally. For more information, see "Business — Our Strategies." Pursuing our growth strategies has resulted in, and will continue to result in, substantial demands on capital and other resources. In addition, managing our growth and executing on our growth strategies will require, among other things, our ability to continue to innovate and develop advanced technology in the highly competitive global and Chinese biopharmaceutical market, effective coordination and integration of our facilities and teams across different sites, successful hiring and training of personnel, effective cost control, sufficient liquidity, effective and efficient financial and management control, effective quality control, and management of our suppliers to leverage our purchasing power. Any failure to execute on our growth strategies or realize our anticipated growth could adversely affect our business, financial condition, results of operations and prospects.

If we or our CROs or CDMOs fail to comply with environmental, health and safety laws and regulations, we could become subject to fines or penalties or incur costs that could have a material adverse effect on the success of our business.

We are subject to numerous environmental, health and safety laws and regulations, including but not limited to the treatment and discharge of pollutants into the environment and the use of toxic and hazardous chemicals in the process of our business operations. In addition, our construction projects can only be put into operation after the relevant administrative authorities in charge of environmental protection and health and safety have examined and approved the relevant facilities in certain jurisdictions. We cannot assure you that we will be able to obtain all the regulatory approvals for our construction projects in a timely manner, or at all. Delays or failures in obtaining all the requisite regulatory approvals for our construction projects may affect our abilities to develop, manufacture and commercialize our pipeline products as we plan. As requirements imposed by such laws and regulations may change and more stringent laws or regulations may be adopted, we may not be able to comply with, or accurately predict any potential substantial cost of complying with, these laws and regulations. If we fail to comply with environmental protection, and health and safety laws and regulations, we may be subject to rectification orders, substantial fines, potentially significant monetary

damages, or production suspensions in our business operations. As a result, any failure by us to control the use or discharge of hazardous substances could have a material and adverse impact on our business, financial condition, results of operations and prospects.

In addition, we cannot fully eliminate the risk of accidental contamination, biological or chemical hazards or personal injury at our facilities during the process of discovery, testing, development and manufacturing of biopharmaceuticals. In the event of such accident, we could be held liable for damages and clean-up costs which, to the extent not covered by existing insurance or indemnification, could materially and adversely affect our business. Other adverse effects could result from such liability, including reputational damage. We may also be forced to close or suspend operations at certain of our affected facilities temporarily, or permanently. As a result, any accidental contamination, biological or chemical hazards or personal injury could have a material and adverse impact on our business, financial condition, results of operations and prospects. We do not maintain insurance for environmental liability or toxic tort claims that may be asserted against us. In addition, we may be required to incur substantial costs to comply with current or future environmental, health and safety laws and regulations. These current or future laws and regulations may impair our research, development or production efforts. Failure to comply with these laws and regulations also may result in substantial fines, penalties or other sanctions. Any of the foregoing could materially adversely affect our business, financial condition, results of operations and prospects.

We may be subject to natural disasters, acts of war or terrorism or other factors beyond our control. Natural disasters, epidemics, pandemics, acts of war or terrorism or other factors beyond our control may adversely affect the economy, infrastructure and livelihood of the people in the regions where we conduct our business.

Our operations may be under the threat of natural disasters such as floods, earthquakes, sandstorms, snowstorms, fire or drought, the outbreak of a widespread health epidemic, such as swine flu, avian influenza, severe acute respiratory syndrome, or SARS, Ebola, Zika, COVID-19, or other events, such as power, water or fuel shortages, failures, malfunction and breakdown of information management systems, unexpected maintenance or technical problems, or are susceptible to potential wars or terrorist attacks.

The occurrence of a disaster or a prolonged outbreak of an epidemic illness or other adverse public health developments in China or elsewhere in the world could materially disrupt our business and operations. For example, since the end of December 2019, the COVID-19 pandemic has affected many people globally, caused temporary suspension of productions and shortage of labor and raw materials in affected regions, and disrupted local and international travel and economy. The exacerbation, continuance or reoccurrence of COVID-19 has already caused and may continue to cause an adverse and prolonged impact on the economic, geopolitical and social conditions in China and other affected countries, which may potentially delay the our progress in completing our manufacturing facility in Shaoxing and the expected commercialization of ATG-010 (selinexor). The existing clinical trials and the commencement of new clinical trials could also be substantially delayed or prevented by any delay or failure in patient recruitment or enrollment in our or our collaborators' trials as a result

of the outbreak of COVID-19 or other outbreaks. These factors could cause delay of clinical trials, regulatory submissions, and required approvals of our drug candidates, and could cause us to incur additional costs. If our employees or employees of our business partners are suspected of being infected with an epidemic disease, our operations may be disrupted because we or our business partners must quarantine some or all of the affected employees or disinfect the operating facilities. If we are not able to effectively develop and commercialize our drug candidates as a result of protracted clinical trials of enrolled patients, elevated public health safety measures, and/or failure to recruit and conduct patient follow-up, we may not be able to generate revenue from sales of our drug candidates as planned.

Our internal computer systems, or those used by our partners or other contractors or consultants, may fail or suffer security breaches.

Despite the implementation of security measures, our internal computer systems and those of our partners and other contractors and consultants are vulnerable to damage from computer viruses and unauthorized access. If such an event were to occur and cause interruptions in our operations, it could result in a material disruption of our development programs and our business operations.

In the ordinary course of our business, we collect and store sensitive data, including, among other things, legally protected patient health information, personally identifiable information about our employees, intellectual property and proprietary business information. We manage and maintain our applications and data utilizing on-site systems and outsourced vendors. These applications and data encompass a wide variety of business-critical information including research and development information, commercial information, and business and financial information. Because information systems, networks and other technologies are critical to many of our operating activities, shutdowns or service disruptions at our Company or vendors that provide information systems, networks or other services to us pose increased risks. Such disruptions may be caused by events such as computer hacking, phishing attacks, ransomware, dissemination of computer viruses, worms and other destructive or disruptive software, denial-of-service attacks, and other malicious activity, as well as power outages, natural disasters (including extreme weather), terrorist attacks or other similar events. Such events could have an adverse impact on us and our business, including loss of data and damage to equipment and data. In addition, system redundancy may be ineffective or inadequate, and our disaster recovery planning may not be sufficient to cover all eventualities. Significant events could result in a disruption of our operations, damage to our reputation or a loss of revenues. In addition, we may not have adequate insurance coverage to compensate for any losses associated with such events.

We could be subject to risks caused by misappropriation, misuse, leakage, falsification, or intentional or accidental release or loss of information maintained in the information systems and networks of our Company and our vendors, including personal information of our employees and patients, and company and vendor confidential data. In addition, outside parties may attempt to penetrate our systems or those of our vendors or fraudulently induce our personnel or the personnel of our vendors to disclose sensitive information in order to gain

access to our data and/or systems. Like other companies, we may experience threats to our data and systems, including malicious codes and viruses, phishing, and other cyberattacks. The number and complexity of these threats may continue to increase over time. If a material breach of our information technology systems or those of our vendors occurs, the market perception of the effectiveness of our security measures could be harmed and our reputation and credibility could be damaged. We could be required to expend significant amounts of money and other resources to repair or replace information systems or networks. In addition, we could be subject to regulatory actions and/or claims made by individuals and groups in private litigation involving privacy issues related to data collection and use practices and other data privacy laws and regulations, including claims for misuse or inappropriate disclosure of data, as well as unfair or deceptive practices. Although we develop and maintain systems and controls designed to prevent these events from occurring, and we have a process to identify and mitigate threats, the development and maintenance of these systems, controls and processes are costly and requires ongoing monitoring and updating as technologies change and efforts to overcome security measures become increasingly sophisticated. Moreover, despite our efforts, the possibility of these events occurring cannot be eliminated entirely. As we outsource more of our information systems to vendors and rely more on cloud-based information systems, the related security risks will increase and we will need to expend additional resources to protect our technology and information systems.

We are subject to the risks of doing business globally.

Because we operate in China and other countries, our business is subject to risks associated with doing business globally. Accordingly, our business and financial results in the future could be adversely affected due to a variety of factors, including: changes in a specific country's or region's political and cultural climate or economic condition; unexpected changes in laws and regulatory requirements in local jurisdictions; difficulty of effective enforcement of contractual provisions in local jurisdictions; inadequate intellectual property protection in certain countries; enforcement of anti-corruption and anti-bribery laws; trade-protection measures, import or export licensing requirements and fines, penalties or suspension or revocation of export privileges; the effects of applicable local tax regimes and potentially adverse tax consequences; and significant adverse changes in local currency exchange rates.

Fluctuations in exchange rates could result in foreign currency exchange losses and could materially reduce the value of your investment.

The change in the value of RMB against the Hong Kong dollar and other currencies may fluctuate and is affected by, among other things, changes in China's political and economic conditions and China's foreign exchange policies. Substantially all of our costs are denominated in RMB and US dollars, most of our assets are cash and bank balances primarily denominated in US dollars, and our proceeds from the Global Offering will be denominated in Hong Kong dollars. Any significant change in the exchange rates of the Hong Kong dollar against RMB or US dollars against RMB may materially and adversely affect the value of and any dividends payable on, our Shares in Hong Kong dollars.

We have limited insurance coverage, and any claims beyond our insurance coverage may result in our incurring substantial costs and a diversion of resources.

We maintain insurance policies that are required under the PRC laws and regulations as well as based on our assessment of our operational needs and industry practice, including insurance for our new facilities. In line with industry practice in the PRC, we have elected not to maintain certain types of insurance. Our insurance coverage may be insufficient to cover any claims that we may have. Any liability or damage to, or caused by, our facilities or our personnel beyond our insurance coverage may result in our incurring substantial costs and a diversion of resources and may negatively impact our drug development and overall operations.

We may be subject to fines due to the lack of registration of our leases.

Pursuant to the Measures for Administration of Lease of Commodity Properties (商品房屋租賃管理辦法), which was promulgated by the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) on December 1, 2010 and became effective on February 1, 2011, both lessors and lessees are required to file the lease agreements for registration and obtain property leasing filing certificates for their leases. As at the Latest Practicable Date, we did not register all of our lease agreements as tenant, such leased properties were primarily used as laboratory space, office space and dormitory apartments. We may be required by relevant government authorities to file these lease agreements for registration within a time limit, and may be subject to a fine for non-registration exceeding such time limit, which may range from RMB1,000 to RMB10,000.

Our leased property is subject to a title deficiency, and we could be required to seek alternative properties.

The lessors of some of our leased properties, which are used for employee dormitory purposes, have failed to provide the building ownership certificate or the authorization to lease. If these or any of our future leases are terminated, become invalid or become unenforceable as a result of challenges from third parties or the other property owners, we would need to seek alternative properties and incur relocation costs, and there is no guarantee that we would be able to find suitable alternative properties on reasonable commercial terms, or at all. If we suffer loss and damage as a result of the title defect of the leased property or rent a property without obtaining the approval from all of the property owners, our financial position may be adversely affected.

RISKS RELATING TO OUR DOING BUSINESS IN CHINA

The pharmaceutical industry in China is highly regulated and such regulations are subject to change, which may affect approval and commercialization of our drug candidates.

We currently conduct most of our operations in China. The pharmaceutical industry in China is subject to comprehensive government regulation and supervision, encompassing the approval, registration, manufacturing, packaging, licensing and marketing of new drugs. In recent years, the regulatory framework in China regarding the pharmaceutical industry has undergone significant changes, and we expect that it will continue to undergo significant changes. Any such changes or amendments may result in increased compliance costs on our business or cause delays in or prevent the successful development or commercialization of our drug candidates in China and reduce the benefits we believe are available to us from developing and manufacturing drugs in China.

Changes in the political and economic policies of the PRC government may materially and adversely affect our business, financial condition and results of operations and may result in our inability to sustain our growth and expansion strategies.

Due to our extensive operations in China, our business, results of operations, financial condition and prospects may be influenced to a significant degree by economic, political, legal and social conditions in China. China's economy differs from the economies of developed countries in many respects, including with respect to the amount of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. While the PRC economy has experienced significant growth over the past 40 years, growth has been uneven across different regions and among various economic sectors of China. The PRC government has implemented various measures to encourage economic development and guide the allocation of resources. Some of these measures may benefit the overall PRC economy, but may have a negative effect on us. For example, our financial condition and results of operations may be adversely affected by government control over capital investments or changes in tax regulations that are currently applicable to us. In addition, in the past the PRC government implemented certain measures, including interest rate increases, to control the pace of economic growth. These measures may cause decreased economic activity in China, which may adversely affect our business and results of operation. More generally, if the business environment in China deteriorates from the perspective of domestic or international investment, our business in China may also be adversely affected.

There are uncertainties regarding the interpretation and enforcement of PRC laws, rules and regulations.

A large portion of our operations are conducted in China through our PRC subsidiaries, and are governed by PRC laws, rules and regulations. Our PRC subsidiaries are subject to laws, rules and regulations applicable to foreign investment in China. The PRC legal system is a civil law system based on written statutes. Unlike the common law system, prior court decisions may be cited for reference but have limited precedential value.

In 1979, the PRC government began to promulgate a comprehensive system of laws, rules and regulations governing economic matters in general. The overall effect of legislation over the past four decades has significantly enhanced the protections afforded to various forms of foreign investment in China. However, China has not developed a fully integrated legal system, and recently enacted laws, rules and regulations may not sufficiently cover all aspects of economic activities in China or may be subject to significant degrees of interpretation by PRC regulatory agencies. In particular, because these laws, rules and regulations are relatively new and often give the relevant regulator significant discretion in how to enforce them, and because of the limited number of published decisions and the nonbinding nature of such decisions, the interpretation and enforcement of these laws, rules and regulations involve uncertainties and can be inconsistent and unpredictable. In addition, the PRC legal system is based in part on government policies and internal rules, some of which are not published on a timely basis or at all, and which may have a retroactive effect. As a result, we may not be aware of our violation of these policies and rules until after the occurrence of the violation.

Additionally, the NMPA's recent reform of the drug-approval system may face implementation challenges. The timing and full impact of such reforms is uncertain and could prevent us from commercializing our drug candidates in a timely manner.

In addition, any administrative and court proceedings in China may be protracted, resulting in substantial costs and diversion of resources and management attention. Since PRC administrative and court authorities have significant discretion in interpreting and implementing statutory and contractual terms, it may be more difficult to evaluate the outcome of administrative and court proceedings and the level of legal protection we enjoy than we would in more developed legal systems. These uncertainties may impede our ability to enforce the contracts we have entered into and could materially and adversely affect our business, financial condition and results of operations.

We may rely on dividends and other distributions on equity paid by our PRC subsidiaries to fund any cash and financing requirements we may have, and any limitation on the ability of our PRC subsidiaries to make payments to us could have a material and adverse effect on our ability to conduct our business.

We are a holding company incorporated in the Cayman Islands, and we may rely on dividends and other distributions on equity paid by our PRC subsidiaries for our cash and financing requirements, including the funds necessary to pay dividends and other cash distributions to our shareholders or to service any debt we may incur. If any of our PRC subsidiaries incurs debt on its own behalf in the future, the instruments governing the debt may restrict its ability to pay dividends or make other distributions to us. Under PRC laws and regulations, our PRC subsidiaries may pay dividends only out of their respective accumulated profits as determined in accordance with PRC accounting standards and regulations. In addition, our PRC subsidiaries are required to set aside at least 10% of its accumulated after-tax profits each year, if any, to fund a certain statutory reserve fund, until the aggregate amount of such fund reaches 50% of its registered capital. Such reserve funds cannot be distributed to us as dividends.

In response to the persistent capital outflow in China and RMB's depreciation against the U.S. dollar, People's Bank of China, or PBOC, and the SAFE promulgated a series of capital control measures, including stricter vetting procedures for domestic companies to remit foreign currency for overseas investments, dividends payments and shareholder loan repayments. The PRC government may continue to strengthen its capital controls, and more restrictions and substantial vetting process may be put forward by the SAFE for cross-border transactions falling under both the current account and the capital account. Any limitation on the ability of our PRC subsidiaries to pay dividends or make other kinds of payments to us could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our business, pay dividends to our investors or other obligations to our suppliers, or otherwise fund and conduct our business.

Our dividend income from our PRC subsidiaries may be subject to a higher rate of withholding tax than that which we currently anticipate.

The Enterprise Income Tax Law and its implementation rules provide that China-sourced income of foreign enterprises, such as dividends paid by a PRC subsidiary to its equity holders that are non-PRC resident enterprises, will normally be subject to PRC withholding tax at a rate of 10%, unless any such foreign investor's jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement.

Pursuant to the Arrangement Between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and Prevention of Fiscal Evasion with Respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排》), the withholding tax rate on dividends paid by our PRC subsidiary to our Hong Kong subsidiary would generally be reduced to 5%, provided that our Hong Kong subsidiary is a Hong Kong tax resident as well as the beneficial owner of the PRC-sourced income, and our Hong Kong subsidiary directly holds 25% or more interests in our PRC subsidiary throughout the 12 months prior to receiving the dividends, and we have obtained the approval of the competent tax authority. On February 3, 2018, the STA issued the Announcement on Certain Issues Concerning the Beneficial Owners in a Tax Agreement (《關於税收協定中"受益所有人"有關問題的公告》), also known as Circular 9, which provides guidance for determining whether a resident of a contracting state is the "beneficial owner" of an item of income under China's tax treaties and similar arrangements. According to Circular 9, a beneficial owner generally must be engaged in substantive business activities and an agent will not be regarded as a beneficial owner.

If our Hong Kong subsidiary holds less than 25% equity interest in a PRC subsidiary or does not engage in any substantive business activity in the future, based on the abovementioned principles, PRC tax authorities would not consider our Hong Kong subsidiary as the "beneficial owner" of any dividends paid from our PRC subsidiaries and would deny the claim for the reduced rate of withholding tax. Under the current PRC tax law, if our Hong Kong subsidiary is not considered as a "beneficial owner," dividends from our PRC subsidiaries to our Hong Kong subsidiary being subject to PRC withholding tax at a 10% rate instead of a 5% rate. This would negatively impact us and it would impact our ability to pay dividends in the future.

Uncertainties exist with respect to the interpretation and implementation of the PRC Foreign Investment Law, which may impose new burdens on us.

The PRC Foreign Investment Law, or the FIL, was enacted by the NPC on March 15, 2019 and became effective on January 1, 2020, which replaces a trio of previous laws regulating foreign investment in China, namely, the Sino-foreign Equity Joint Venture Enterprise Law, the Sino-foreign Cooperative Joint Venture Enterprise Law and the Wholly Foreign-invested Enterprise Law, together with their implementation rules and ancillary regulations. This law has become the legal foundation for foreign investment in the PRC. The FIL embodies an expected PRC regulatory trend to rationalize its foreign investment regulatory regime in line with prevailing international practice and the legislative efforts to unify the corporate legal requirements for both foreign and domestic investments. The Implementation Rules to the Foreign Investment Law were promulgated by the State Council on December 26, 2019 and became effective on January 1, 2020. However, uncertainties exist with respect to interpretation and implementation of the FIL and its Implementation Rules, which may adversely impact our corporate governance practice and increase our compliance costs. For instance, we might be required by government interpretations or implementing rules of the FIL to adjust the corporate governance of certain of our PRC subsidiaries in a five-year transition period. In addition, the FIL imposes information reporting requirements on foreign investors or foreign-invested enterprises. Failure to take timely and appropriate measures to cope with any of these or other regulatory compliance requirements under the FIL may lead to rectification obligations, penalties or other regulatory sanctions on us.

Restrictions on currency exchange may limit our ability to utilize our revenue effectively.

The PRC government imposes controls on the convertibility of RMB into foreign currencies and, in certain cases, the remittance of currency out of China. A portion of our revenue is denominated in RMB. Shortages in availability of foreign currency may then restrict the ability of our PRC subsidiaries to remit sufficient foreign currency to our offshore entities for our offshore entities to pay dividends or make other payments or otherwise to satisfy our foreign-currency-denominated obligations. The RMB is currently convertible under the "current account," which includes dividends, trade and service-related foreign exchange transactions, but not under the "capital account," which includes foreign direct investment and foreign currency debt, including loans we may secure for our onshore subsidiaries. Currently, our PRC subsidiaries may purchase foreign currency for settlement of "current account transactions," including payment of dividends to us, without the approval of SAFE by complying with certain procedural requirements. However, the relevant PRC governmental authorities may limit or eliminate our ability to purchase foreign currencies in the future for current account transactions. Since a portion of our revenue is denominated in RMB, any existing and future restrictions on currency exchange may limit our ability to utilize revenue generated in RMB to fund our business activities outside of the PRC or pay dividends in foreign currencies to holders of our Shares. Foreign exchange transactions under the capital account remain subject to limitations and require approvals from, or registration with, SAFE and other relevant PRC governmental authorities. This could affect our ability to obtain foreign currency through debt or equity financing for our subsidiaries.

Our business benefits from certain financial incentives and preferential policies granted by local governments. Expiration of, or changes to, these incentives, tax preferences or policies would have an adverse effect on our results of operations.

In the past, local governments in China granted certain financial incentives from time to time to our PRC subsidiaries as part of their efforts to encourage the development of local businesses. We recorded government grants of RMB6.8 million, RMB11.0 million and RMB1.5 million for the years ended December 31, 2018 and 2019 and the six months ended June 30, 2020, respectively. The local governments have the discretion in deciding the timing, amount and criteria of government financial incentives and thus we cannot predict with certainty whether or how much financial incentive will be granted to us even if we apply for such funding. We generally do not have the ability to influence local governments in making these decisions. Government authorities may also decide to reduce or eliminate incentives or may amend or terminate the relevant financial incentive policies at any time. In addition, some of the government financial incentives are granted to us on a project basis and subject to the satisfaction of certain conditions, including compliance with the applicable financial incentive agreements and completion of the specific projects therein. We cannot guarantee that we will satisfy all relevant conditions, and if we fail to satisfy any such conditions, we may be deprived of the relevant incentives. We cannot assure you of the continued availability of the government incentives currently enjoyed by us. Any reduction or elimination of incentives would have an adverse effect on our results of operations.

We are subject to PRC tax laws and regulations.

We are subject to periodic examinations on fulfillment of our tax obligation under the PRC tax laws and regulations by PRC tax authorities. Although we believe that in the past we had acted in compliance with the requirements under the relevant PRC tax laws and regulations in all material aspects and had established effective internal control measures in relation to accounting regularities, we cannot assure you that future examinations by PRC tax authorities would not result in fines, other penalties or actions that could adversely affect our business, financial condition and results of operations, as well as our reputation. Furthermore, the PRC government from time to time adjusts or changes its tax laws and regulations. Such adjustments or changes, together with any uncertainty resulting therefrom, could have an adverse effect on our business, financial condition and results of operations.

It may be difficult to effect service of process upon us or our management that reside in China or to enforce against them or us in China any judgments obtained from foreign courts.

Most of our operating subsidiaries are incorporated in China. Some of our management reside in China. Almost all of our assets are located in China. Therefore, it may not be possible for investors to effect service of process upon us or our management inside China. China has not entered into treaties or arrangements providing for the recognition and enforcement of judgments made by courts of most other jurisdictions. On July 14, 2006, Hong Kong and China

entered into the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region Pursuant to Choice of Court Agreements Between Parties Concerned (關於內地與香港特別行政區法院相互認可和執行當事人協議管轄的民商事案件判決的安排) (the "Arrangement"), pursuant to which a party with an enforceable final court judgment rendered by a Hong Kong court requiring payment of money in a civil and commercial case according to a choice of court agreement in writing may apply for recognition and enforcement of the judgment in China. Similarly, a party with an enforceable final judgment rendered by a Chinese court requiring payment of money in a civil and commercial case pursuant to a choice of court agreement in writing may apply for recognition and enforcement of such judgment in Hong Kong. A choice of court agreement in writing is defined as any agreement in writing entered into between parties after the effective date of the Arrangement in which a Hong Kong court or a Chinese court is expressly designated as the court having sole jurisdiction for the dispute.

On January 18, 2019, the Supreme People's Court and the government of the Hong Kong Special Administrative Region entered into the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region (關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排) (the "New Arrangement"), which seeks to establish a mechanism with further clarification on and certainty for recognition and enforcement of judgments in a wider range of civil and commercial matters between Hong Kong Special Administrative Region and the China. The New Arrangement discontinued the requirements for a choice of court agreement for bilateral recognition and enforcement. The New Arrangement will only take effect after the promulgation of a judicial interpretation by the Supreme People's Court and the completion of the relevant legislative procedures in the Hong Kong Special Administrative Region. The New Arrangement will, upon its effectiveness, supersede the Arrangement. Therefore, before the New Arrangement becomes effective it may be difficult or impossible to enforce a judgment rendered by a Hong Kong court in China if the parties in the dispute do not agree to enter into a choice of court agreement in writing. As a result, it may be difficult or impossible for investors to effect service of process against our assets or management in China in order to seek recognition and enforcement of foreign judgments in China.

Furthermore, China does not have treaties or agreements providing for the reciprocal recognition and enforcement of judgments awarded by courts of the U.S., the United Kingdom, or most other western countries. Hence, the recognition and enforcement in China of judgments of a court in any of these jurisdictions in relation to any matter not subject to a binding arbitration provision may be difficult or even impossible.

Any failure by the Shareholders or beneficial owners of our Shares to comply with PRC foreign exchange or other regulations relating to offshore investment activities could restrict our ability to distribute profits, restrict our overseas and cross-border investment activities and subject us to liability under PRC laws.

The State Administration of Foreign Exchange (SAFE) has promulgated several regulations requiring PRC residents to register with local qualified banks before engaging in direct or indirect offshore investment activities, including Circular of the State Administration of Foreign Exchange on the Administration of Foreign Exchange Involved in Overseas Investment, Financing and Roundtrip Investment through Special Purpose Vehicles Conducted by domestic Residents in China via Special-Purpose Companies (關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知), or SAFE Circular 37, issued and effective on July 4, 2014. SAFE Circular 37 requires PRC residents to register with local branches of the SAFE in connection with their direct establishment or indirect control of an offshore entity, for the purpose of overseas investment and financing, with assets or equity interests of onshore companies or offshore assets or interests held by the PRC residents, referred to in SAFE Circular 37 as a "special purpose vehicle." SAFE Circular 37 further requires amendment to the registration in the event of any significant changes with respect to the special purpose vehicle. If a shareholder who is a PRC citizen or resident does not complete the registration with the local SAFE branches, the PRC subsidiaries of the special purpose vehicle may be prohibited from distributing their profits and proceeds from any reduction in capital, share transfer or liquidation to the special purpose vehicle, and the special purpose vehicle may be restricted to contribute additional capital to its PRC subsidiaries. Moreover, failure to comply with the various SAFE registration requirements described above may result in liabilities for the PRC subsidiaries of the special purpose vehicle under PRC laws for evasion of applicable foreign exchange restrictions, including (1) the requirement by the SAFE to return the foreign exchange remitted overseas within a period of time specified by the SAFE, with a fine of up to 30% of the total amount of foreign exchange remitted overseas and deemed to have been evasive, and (2) in circumstances involving serious violations, a fine of no less than 30% of and up to the total amount of remitted foreign exchange deemed evasive.

According to the Notice of the State Administration of Foreign Exchange on Issuing the Provisions on the Foreign Exchange Administration of the Overseas Direct Investments (國家外匯管理局關於發佈<境內機構境外直接投資外匯管理規定>的通知) (SAFE Circular 30) and other regulations, if our shareholders who are PRC entities do not complete their registration with the competent SAFE, NDRC or MOFCOM branches, our PRC subsidiaries may be prohibited from distributing their profits and proceeds from any reduction in capital, share transfer or liquidation to us, and we may be restricted in our ability to contribute additional capital to our PRC subsidiaries. In addition, our shareholders may be required to suspend or stop the investment and complete the registration within a specified time, and may be warned or prosecuted for relevant liability. Moreover, failure to comply with the SAFE registration described above could result in liability under PRC laws for evasion of applicable foreign exchange restriction.

On February 13, 2015, SAFE promulgated the Notice on Further Simplifying and Improving Policies for the Foreign Exchange Administration of Direct Investment (國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知), or SAFE Circular 13, which came into effect on June 1, 2015, pursuant to which local banks shall review and handle foreign exchange registration for overseas direct investment, including the initial foreign exchange registration and amendment registration under SAFE Circular 37 and SAFE Circular 30, while the application for remedial registrations shall still be submitted to, reviewed and handled by the relevant local branches of SAFE.

There remains uncertainty as to the interpretation and implementation of the latest SAFE rules at practice level. We are committed to complying with and to ensuring that our Shareholders who are subject to the regulations will comply with the relevant SAFE rules and other regulations; however, due to the inherent uncertainty in the implementation of the regulatory requirements by PRC authorities, such registration might not be always practically available in all circumstances as prescribed in those regulations. In addition, we may not always be fully aware or informed of the identities of our beneficiaries who are PRC nationals or entities, and may not be able to compel them to comply with SAFE Circular 37, SAFE Circular 30 or other regulations. We cannot assure you that all of our Shareholders or beneficiaries will at all times comply with, or in the future make or obtain any applicable registrations or approvals required by SAFE rules or other regulations. We cannot assure you that the SAFE or its local branches will not release explicit requirements or interpret the relevant PRC laws and regulations otherwise. Failure by any such shareholders to comply with SAFE rules or other regulations may result in restrictions on the foreign exchange activities of our PRC subsidiaries and may also subject the relevant PRC resident or entity to penalties under the PRC foreign exchange administration regulations.

We face uncertainty relating to PRC laws and regulations relating to transfers by a non-resident enterprise of assets of a PRC resident enterprise.

On February 3, 2015, the PRC State Administration of Taxation issued the Public Announcement on Several Issues Concerning Enterprise Income Tax for Indirect Transfer of Assets by Non-Resident Enterprises (關於非居民企業間接轉讓財產企業所得稅若干問題的公告), or Circular 7, which supersedes certain provisions in the Notice on Strengthening the Administration of Enterprise Income Tax on non-Resident Enterprises (關於加強非居民企業股權轉讓企業所得稅管理的通知), or Circular 698, which was previously issued by the State Administration of Taxation on December 10, 2009, as well as certain other rules providing clarification on Circular 698. Circular 7 provides comprehensive guidelines relating to, and heightened the PRC tax authorities' scrutiny over, indirect transfers by a non-resident enterprise of assets (including equity interests) of a PRC resident enterprise, or PRC Taxable Assets.

For example, Circular 7 specifies that when a non-resident enterprise transfers PRC Taxable Assets indirectly by disposing of equity interests in an overseas holding company which directly or indirectly holds such PRC Taxable Assets, the PRC tax authorities are entitled to reclassify the nature of an indirect transfer of PRC Taxable Assets by disregarding the

existence of such overseas holding company and considering the transaction to be a direct transfer of PRC Taxable Assets, if such transfer is deemed to have been conducted for the purposes of avoiding PRC enterprise income taxes and without any other reasonable commercial purpose.

Except as provided in Circular 7, transfers of PRC Taxable Assets under the following circumstances shall be automatically deemed as having no reasonable commercial purpose, and are subject to PRC enterprise income tax: (i) more than 75% of the value of the equity interest of the overseas enterprise is directly or indirectly attributable to the PRC Taxable Assets; (ii) more than 90% of the total assets (cash excluded) of the overseas enterprise are directly or indirectly composed of investment in China at any time during the year prior to the indirect transfer of PRC Taxable Assets, or more than 90% of the income of the overseas enterprise is directly or indirectly from China during the year prior to the indirect transfer of PRC Taxable Assets; (iii) the overseas enterprise and its subsidiaries directly or indirectly hold PRC Taxable Assets and have registered with the relevant authorities in the host countries (regions) in order to meet the local legal requirements in relation to organization forms, yet prove to be inadequate in their ability to perform their intended functions and withstand risks as their alleged organization forms suggest; or (iv) the income tax from the indirect transfer of PRC Taxable Assets payable abroad is lower than the income tax in China that may be imposed on the direct transfer of such PRC Taxable Assets.

Circular 7 contains certain exemptions, including (i) the Public Market Safe Harbor described below; and (ii) where there is an indirect transfer of PRC Taxable Assets, but if the non-resident enterprise had directly held and disposed of such PRC Taxable Assets, the income from the transfer would have been exempted from enterprise income tax in the PRC under an applicable tax treaty or arrangement. However, it remains unclear whether any exemptions under Circular 7 will be applicable to the transfer of our Shares that do not qualify for the Public Market Safe Harbor or to any future acquisition by us outside of the PRC involving PRC Taxable Assets, or whether the PRC tax authorities will reclassify such transactions by applying Circular 7. Therefore, the PRC tax authorities may deem any transfer of our Shares that do not qualify for the Public Market Safe Harbor by our Shareholders that are non-resident enterprises, or any future acquisition by us outside of the PRC involving PRC Taxable Assets, to be subject to the foregoing regulations, which may subject our Shareholders or us to additional PRC tax reporting obligations or tax liabilities.

Provisions of Circular 7, which impose PRC tax liabilities and reporting obligations, do not apply to "non-resident enterprise acquiring and disposing of the equity interests of the same offshore listed company in a public market," or the Public Market Safe Harbor, which is determined by whether the parties, number and price of the shares acquired and disposed are not previously agreed upon, but determined in accordance with general trading rules in the public securities markets, according to one implementing rule for Circular 698. In general, transfers of the Shares by Shareholders on the Stock Exchange or other public market would not be subject to the PRC tax liabilities and reporting obligations imposed under the Circular 7 if the transfers fall under the Public Market Safe Harbor. As stated in "Information about this

Prospectus and the Global Offering" in this prospectus, potential investors should consult their professional advisors if they are in any doubt as to the tax implications of subscribing for, purchasing, holding, disposing of and dealing in the Shares.

Under China's Enterprise Income Tax Law, we may be classified as a "resident enterprise" of China. This classification could result in unfavorable tax consequences to us and our non-PRC shareholders.

Under China's Enterprise Income Tax Law, or the "EIT Law," an enterprise established outside of China with "de facto management bodies" within China is considered a "resident enterprise," meaning that it can be treated in a manner similar to a Chinese enterprise for PRC enterprise income tax purposes. A tax circular issued by the PRC State Administration of Taxation (SAT) on April 22, 2009, or Circular 82, regarding the standards used to classify resident enterprises clarified that dividends and other distributions paid by such resident enterprises which are considered to be PRC source income will be subject to PRC withholding tax, currently at a rate of 10%, when received or recognized by non-PRC resident enterprise shareholders. This circular also subjects such resident enterprises to various reporting requirements with the PRC tax authorities. The implementing rules of the EIT Law define "de facto management bodies" as "management bodies that exercise substantial and overall management and control over the production and operations, personnel, accounting and properties" of the enterprise. In addition, Circular 82 specifies that certain China-invested enterprises controlled by Chinese enterprises or Chinese group enterprises will be classified as resident enterprises if the following are located or resident in China: (i) senior management personnel and departments that are responsible for daily production, operation and management; (ii) financial and personnel decision-making bodies; (iii) key properties, accounting books, company seal and minutes of board meetings and shareholders' meetings; and (iv) half or more of senior management or directors having voting rights. On July 27, 2011, the PRC State Administration of Taxation issued Administrative Measures of Enterprise Income Tax of Chinese-Controlled Offshore Incorporated Resident Enterprises (Trial), or Bulletin 45, which became effective on September 1, 2011, to provide further guidance on the implementation of Circular 82. Bulletin 45 clarifies certain issues related to determining PRC resident enterprise status, including which competent tax authorities are responsible for determining offshore incorporated PRC resident enterprise status, as well as post-determination administration.

Currently, most of the members of our management team as well as the management team of some of our offshore holding companies are located in China. However, Circular 82 and Bulletin 45 only apply to offshore enterprises controlled by PRC enterprises or PRC enterprise groups, not those controlled by PRC individuals or foreign corporations like us. In the absence of detailed implementing regulations or other guidance determining that offshore companies controlled by PRC individuals or foreign corporations like us are PRC resident enterprises, we do not currently consider our Company or any of our overseas subsidiaries to be a PRC resident enterprise.

Despite the foregoing, the SAT may take the view that the determining criteria set forth in Circular 82 and Bulletin 45 reflect the general position on how the "de facto management body" test should be applied in determining the tax resident status of all offshore enterprises. Additional implementing regulations or guidance may be issued determining that our Cayman Islands holding company is a "resident enterprise" for PRC enterprise income tax purposes. If the PRC tax authorities determine that our Cayman Islands holding company or any of our non-PRC subsidiaries is a resident enterprise for PRC enterprise income tax purposes, a number of unfavorable PRC tax consequences could follow. First, we and our non-PRC subsidiaries may be subject to enterprise income tax at a rate of 25% on our worldwide taxable income, as well as to PRC enterprise income tax reporting obligations. Second, although under the EIT Law and its implementing rules and Bulletin 45 dividends paid by a PRC tax resident enterprise to an offshore incorporated PRC tax resident enterprise controlled by a PRC enterprise or enterprise group would qualify as tax-exempted income, we cannot assure that dividends paid by our PRC subsidiaries to us will not be subject to a 10% withholding tax, as the PRC foreign-exchange control authorities and tax authorities have not yet issued guidance with respect to the processing of outbound remittances to entities that are treated as resident enterprises for PRC enterprise income tax purposes but not controlled by a PRC enterprise or enterprise group like us. Finally, under the EIT Law and its implementing rules issued by PRC tax authorities dividends paid by us to our non-PRC shareholders may be subject to a withholding tax of 10% for non-PRC enterprise shareholders and 20% for non-PRC individual shareholders, and gains recognized by our non-PRC shareholders may be subject to PRC tax of 10% for non-PRC enterprise shareholders and 20% for non-PRC individual shareholders. Any PRC tax liability on dividends or gain described above may be reduced under applicable tax treaties. However, it is unclear whether, if our Cayman Islands holding company is considered a PRC resident enterprise, non-PRC shareholders would be able to obtain in practice the benefit of income tax treaties entered into between PRC and their countries. Similarly, these unfavorable consequences could apply to our other offshore companies if they are classified as a PRC resident enterprise.

Government control of currency conversion of and regulations on loans to, and direct investment in, PRC entities by offshore holding companies may delay or prevent us from making loans or additional contributions to our PRC subsidiaries, which could restrict our ability to utilize the proceeds from the Global Offering effectively and affect our ability to fund and expand our business.

The PRC government imposes controls on the convertibility of foreign currencies into Renminbi. Under China's existing foreign-exchange regulations, foreign-exchange transactions under capital accounts continue to be subject to significant foreign-exchange controls and require the registration with, and approval of, PRC governmental authorities. In particular, if one subsidiary receives foreign-currency loans from us or other foreign lenders, these loans must be registered with SAFE or its local counterparts. If we finance such subsidiary by means of additional capital contributions, these capital contributions must be filed with or approved by certain government authorities, including the MOFCOM or its local counterparts and the

State Administration for Industry and Commerce (now known as the State Administration for Market Regulation ("**SAMR**")) through the Enterprise Registration System (企業登記系統) and the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) and the SAFE.

On March 30, 2015, SAFE released the Notice on the Reform of the Management Method for the Settlement of Foreign Exchange Capital of Foreign-invested Enterprises (國家外匯管理局關於改革外商投資企業外匯資本金結匯管理方式的通知), or SAFE Circular 19, which came into force from June 1, 2015. On June 9, 2016, SAFE further promulgated the Circular on the Reform and Standardization of the Management Policy of the Settlement of Capital Projects (關於改革和規範資本項目結匯管理政策的通知), or SAFE Circular 16. SAFE Circular 19 has made certain adjustments to some regulatory requirements on the settlement of foreign exchange capital of foreign-invested enterprises. Under SAFE Circular 19 and SAFE Circular 16, the settlement of foreign exchange by foreign invested enterprises shall be governed by the policy of foreign exchange settlement on a discretionary basis. However, SAFE Circular 19 and SAFE Circular 16 also reiterate that the settlement of foreign exchange shall only be used for its own operation purposes within the business scope of the foreign invested enterprises and following the principles of authenticity. Considering that SAFE Circular 19 and SAFE Circular 16 are relatively new, it is unclear how they will be implemented, and there exist high uncertainties with respect to its interpretation and implementation by authorities. For example, under SAFE Circular 19 and SAFE Circular 16, we may still not be allowed to convert foreign-currency-registered capital of our PRC subsidiaries which are foreign-invested enterprises into RMB capital for securities investments or other finance and investment except for principal-guaranteed bank products. Further, SAFE Circular 19 and SAFE Circular 16 restrict a foreign-invested enterprise from using Renminbi converted from its registered capital to provide loans to a its non-affiliated company.

Violations of SAFE Circular 19 and SAFE Circular 16 could result in severe monetary or other penalties. We cannot assure you that we will be able to complete the necessary government registrations or obtain the necessary government approvals on a timely basis, if at all, with respect to future loans or capital contributions by us to our PRC subsidiaries, and conversion of such loans or capital contributions into Renminbi. If we fail to complete such registrations or obtain such approvals, our ability to capitalize or otherwise fund our PRC operations may be negatively affected, which could adversely affect our ability to fund and expand our business.

The political relationships between China and other countries or regions may affect our business operations.

During the Track Record Period, we have formed partnerships with entities in foreign countries and regions and initiated or plan to initiate clinical trials, in the U.S., Australia, South Korea, Taiwan and certain other Asian countries and regions. Establishing new collaboration partnerships globally is key to our future growth. Our business is therefore subject to constantly changing international economic, regulatory, social and political conditions, and

local conditions in those foreign countries and regions. As a result, China's political relationships with those foreign countries and regions may affect the prospects of maintaining existing or establishing new collaboration partnerships.

There can be no assurance that such collaborators or customers will not alter their perception of us or their preferences as a result of adverse changes to the state of political relationships between China and the relevant foreign countries or regions. Since mid-2018, political tension has increased between China and the U.S. There can be no assurance that potential collaboration partners will not alter their perception of us or their preferences as a result of such adverse changes between China and relevant foreign countries or regions. Any tensions and political concerns between China and the relevant foreign countries or regions may adversely affect our business, financial condition, results of operations, cash flows and prospects. It also remains unclear what actions, if any, the U.S. government will take with respect to other existing international trade agreements. If the U.S. were to withdraw from or materially modify certain international trade agreements to which it is a party, especially with respect to intellectual properties transfer, our business, financial condition and results of operations could be negatively impacted.

RISKS RELATING TO THE GLOBAL OFFERING

No public market currently exists for our Shares; an active trading market for our Shares may not develop and the market price for our Shares may decline or became volatile.

No public market currently exists for our Shares. The initial Offer Price for our Shares to the public will be the result of negotiations between our Company and the Joint Global Coordinators (on behalf of the Underwriters), and the Offer Price may differ significantly from the market price of the Shares following the Global Offering. We have applied to the Stock Exchange for the listing of, and permission to deal in, the Shares. A listing on the Stock Exchange, however, does not guarantee that an active and liquid trading market for our Shares will develop, or if it does develop, that it will be sustained following the Global Offering, or that the market price of the Shares will not decline following the Global Offering.

The price and trading volume of our Shares may be volatile, which could lead to substantial losses to investors.

The price and trading volume of our Shares may be subject to significant volatility in response to various factors beyond our control, including the general market conditions of the securities in Hong Kong and elsewhere in the world. In particular, the business and performance and the market price of the shares of other companies engaging in similar business may affect the price and trading volume of our Shares. In addition to market and industry factors, the price and trading volume of our Shares may be highly volatile for specific business reasons, such as the results of clinical trials of our drug candidates, the results of our applications for approval of our drug candidates, regulatory developments affecting the pharmaceutical industry, healthcare, health insurance and other related matters, fluctuations in our revenue, earnings, cash flows, investments and expenditures, relationships with our

suppliers, movements or activities of key personnel, or actions taken by competitors. Moreover, shares of other companies listed on the Stock Exchange with significant operations and assets in China have experienced price volatility in the past, and it is possible that our Shares may be subject to changes in price not directly related to our performance.

There will be a gap of several days between pricing and trading of our Shares, and the price of our Shares when trading begins could be lower than the Offer Price.

The Offer Price of our Shares sold in the Global Offering is expected to be determined on the Price Determination Date. However, the Shares will not commence trading on the Stock Exchange until they are delivered, which is expected to be five Business Days after the Price Determination Date. As a result, investors may not be able to sell or otherwise deal in the Shares during that period. Accordingly, holders of our Shares are subject to the risk that the price of the Shares when trading begins could be lower than the Offer Price as a result of adverse market conditions or other adverse developments that may occur between the time of sale and the time trading begins.

Future sales or perceived sales of our Shares in the public market by major Shareholders following the Global Offering could materially and adversely affect the price of our Shares.

Prior to the Global Offering, there has not been a public market for our Shares. Future sales or perceived sales by our existing Shareholders of our Shares after the Global Offering could result in a significant decrease in the prevailing market price of our Shares. Only a limited number of the Shares currently outstanding will be available for sale or issuance immediately after the Global Offering due to contractual and regulatory restrictions on disposal and new issuance. Nevertheless, after these restrictions lapse or if they are waived, future sales of significant amounts of our Shares in the public market or the perception that these sales may occur could significantly decrease the prevailing market price of our Shares and our ability to raise equity capital in the future.

You will incur immediate and significant dilution and may experience further dilution if we issue additional Shares or other equity securities in the future, including pursuant to the share incentive schemes.

The Offer Price of the Offer Shares is higher than the net tangible asset value per Share immediately prior to the Global Offering. Therefore, purchasers of the Offer Shares in the Global Offering will experience an immediate dilution in pro forma net tangible asset value. In order to expand our business, we may consider offering and issuing additional Shares in the future. Purchasers of the Offer Shares may experience dilution in the net tangible asset value per share of their Shares if we issue additional Shares in the future at a price which is lower than the net tangible asset value per Share at that time. Furthermore, we may issue Shares pursuant to the share incentive schemes, which would further dilute Shareholders' interests in our Company.

We do not expect to pay dividends in the foreseeable future after the Global Offering.

We currently intend to retain most, if not all, of our available funds and any future earnings after the Global Offering to fund the development and commercialization of our pipeline drug candidates. As a result, we do not expect to pay any cash dividends in the foreseeable future. Therefore, you should not rely on an investment in our Shares as a source for any future dividend income.

Our Board has complete discretion as to whether to distribute dividends. Even if our Board decides to declare and pay dividends, the timing, amount and form of future dividends, if any, will depend on our future results of operations and cash flow, our capital requirements and surplus, the amount of distributions (if any) received by us from our subsidiaries, our financial condition, contractual restrictions and other factors deemed relevant by our Board. Accordingly, the return on your investment in our Shares will likely depend entirely upon any future price appreciation of our Shares. There is no guarantee that our Shares will appreciate in value after the Global Offering or even maintain the price at which you purchased the Shares. You may not realize a return on your investment in our Shares and you may even lose your entire investment in our Shares.

We have significant discretion as to how we will use the net proceeds of the Global Offering, and you may not necessarily agree with how we use them.

Our management may spend the net proceeds from the Global Offering in ways you may not agree with or that do not yield a favorable return to our shareholders. We plan to use the net proceeds from the Global Offering to, amongst other things, conduct clinical trials in China and other APAC countries and territories on our drug candidates and to expand our sales and marketing staff in preparation for the approval and commercialization of ATG-010 (selinexor). For details, see "Use of Proceeds." However, our management will have discretion as to the actual application of our net proceeds. You are entrusting your funds to our management, whose judgment you must depend on, for the specific uses we will make of the net proceeds from this Global Offering.

Our largest Shareholder has had and will continue to have substantial influence over the outcome of shareholder actions in our Company. The interests of our largest Shareholder may not be aligned with the interests of our other Shareholders.

Meiland, which is ultimately controlled by our founder and CEO, Dr. Mei, currently holds 34.22% of our total issued and outstanding Shares constituting 34.22% of our aggregate voting power. Upon completion of the Capitalization Issue and the Global Offering, Meiland will hold 26.33% of our total issued and outstanding Shares constituting 26.33% of our aggregate voting power (assuming that all of the Preferred Shares have been converted into the Shares on a one-to-one basis and the Over-allotment Option is not exercised). As a result, Meiland and its shareholders, as our largest Shareholder, will have significant influence over our business, including decisions regarding mergers, consolidations, liquidations and the sale of all or substantially all of our assets, election of directors and other significant corporate actions.

They may take actions that are not in the best interest of us or our other Shareholders. This concentration of ownership may discourage, delay or prevent a change in control of our company, which could have the effect of depriving our other Shareholders of the opportunity to receive a premium for their shares as part of a sale of our company and may reduce the price of the Shares. This concentrated control will limit your ability to influence corporate matters and could discourage others from pursuing any potential merger, takeover or other change of control transactions that other holders of our ordinary shares may view as beneficial.

We are a Cayman Islands company and, because judicial precedent regarding the rights of shareholders is more limited under the laws of the Cayman Islands than other jurisdictions, you may have difficulties in protecting your shareholder rights.

Our corporate affairs are governed by our Memorandum and Articles and by the Cayman Companies Law and common law of the Cayman Islands. The rights of Shareholders to take legal action against our Directors and us, actions by minority Shareholders and the fiduciary responsibilities of our Directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from English common law, which has persuasive, but not binding, authority on a court in the Cayman Islands. The laws of the Cayman Islands relating to the protection of the interests of minority shareholders differ in some respects from those established under statutes and judicial precedent in existence in the jurisdictions where minority Shareholders may be located. See the section headed "Summary of the Constitution of our Company and Cayman Islands Companies Law" in this prospectus.

As a result of all of the above, minority Shareholders may have difficulties in protecting their interests under the laws of the Cayman Islands through actions against our management, Directors or our largest Shareholder, which may provide different remedies to minority Shareholders when compared to the laws of the jurisdiction in which such shareholders are located.

Facts, forecasts and statistics in this prospectus relating to the pharmaceutical industry may not be fully reliable.

Facts, forecasts and statistics in this prospectus relating to the pharmaceutical industry in and outside China are obtained from various sources that we believe are reliable, including official government publications as well as a report prepared by Frost & Sullivan that we commissioned. However, we cannot guarantee the quality or reliability of these sources. Neither we, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters nor our or their respective affiliates or advisers have verified the facts, forecasts and statistics nor ascertained the underlying economic assumptions relied upon in those facts, forecasts and statistics obtained from these sources. Due to possibly flawed or ineffective collection methods or discrepancies between published information and factual information and other problems, the statistics in this prospectus relating to the pharmaceutical industry in and outside China may be inaccurate and you should not place undue reliance on

them. We make no representation as to the accuracy of such facts, forecasts and statistics obtained from various sources. Moreover, these facts, forecasts and statistics involve risk and uncertainties and are subject to change based on various factors and should not be unduly relied upon.

You should read the entire prospectus carefully, and we caution you not to place any reliance on any information contained in press articles or other media regarding us or the Global Offering.

Subsequent to the date of this prospectus but prior to the completion of the Global Offering, there may be press and media coverage regarding us and the Global Offering, which may contain, among other things, certain financial information, projections, valuations and other forward-looking information about us and the Global Offering. We have not authorized the disclosure of any such information in the press or media and do not accept responsibility for the accuracy or completeness of such press articles or other media coverage. We make no representation as to the appropriateness, accuracy, completeness or reliability of any of the projections, valuations or other forward-looking information about us. To the extent such statements are inconsistent with, or conflict with, the information contained in this prospectus, we disclaim responsibility for them. Accordingly, prospective investors are cautioned to make their investment decisions on the basis of the information contained in this prospectus only and should not rely on any other information.

You should rely solely upon the information contained in this prospectus, the Global Offering and any formal announcements made by us in Hong Kong when making your investment decision regarding our Shares. We do not accept any responsibility for the accuracy or completeness of any information reported by the press or other media, nor the fairness or appropriateness of any forecasts, views or opinions expressed by the press or other media regarding our Shares, the Global Offering or us. We make no representation as to the appropriateness, accuracy, completeness or reliability of any such data or publication. Accordingly, prospective investors should not rely on any such information, reports or publications in making their decisions as to whether to invest in our Global Offering. By applying to purchase our Shares in the Global Offering, you will be deemed to have agreed that you will not rely on any information other than that contained in this prospectus.

In preparation for the Global Offering, we have sought the following waivers from strict compliance with the relevant provisions of the Listing Rules and exemptions from strict compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance:

WAIVER IN RELATION TO MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, an issuer must have a sufficient management presence in Hong Kong. This normally means that at least two of its executive directors must be ordinarily resident in Hong Kong.

We do not have a sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rule 8.12 of the Listing Rules. Our Group's management, business operations and assets are primarily based outside Hong Kong. The headquarter and business operations of our Group are primarily based, managed and conducted in the PRC. Currently, the three executive Directors of our Company ordinarily reside in the U.S. and the PRC. The senior management team of our Company is primarily based in the PRC and they manage our Group's business operations from the PRC. Historically, the Directors of our Company typically met in the PRC. As the three executive Directors and the senior management team play very important roles in our Company's business operations, our Company considers that it is in the best interests of our Company for the executive Directors and the senior management team to be based in the places where the Group has significant operations. As such, our Company does not, and will not for the foreseeable future, have a sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rule 8.12 of the Listing Rules. Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rule 8.12 of the Listing Rules. We will ensure that there is an effective channel of communication between us and the Stock Exchange by way of the following arrangements:

(a) pursuant to Rule 3.05 of the Listing Rules, we have appointed and will continue to maintain two authorized representatives, namely Dr. Mei and Mr. Liu, our executive Directors, to be the principal communication channel at all times between the Stock Exchange and our Company. Each of our authorized representatives will be readily contactable by the Stock Exchange based on information provided to the Stock Exchange for the contact details of the authorized representatives. Both of our authorized representatives are authorized to communicate on our behalf with the Stock Exchange;

(b) we will implement a policy to provide the contact details of each Director (such as mobile phone numbers, office phone numbers and email addresses) to each of the authorized representatives and to the Stock Exchange. This will ensure that each of the authorized representatives and the Stock Exchange will have the means to contact all the Directors (including the independent non-executive Directors) promptly as and when required, including means to communicate with the Directors when they are travelling;

(c) we will ensure that all Directors who are not ordinarily resident in Hong Kong have valid travel documents to visit Hong Kong and will be able to come to Hong Kong to meet with the Stock Exchange within a reasonable period of time when required;

(d) we have retained the services of the Compliance Adviser, in accordance with Rule 3A.19 of the Listing Rules. The Compliance Adviser, among other things, will serve as an additional channel of communication in addition to the authorized representatives of our Company. The Compliance Adviser will provide our Company with professional advice on ongoing compliance with the Listing Rules and will be available to respond to enquiries from the Stock Exchange. We will ensure that the Compliance Adviser has prompt access to our Company's authorized representatives and Directors who will provide to the Compliance Adviser such information and assistance as the Compliance Adviser may need or may reasonably request in connection with the performance of the Compliance Adviser's duties. The Compliance Adviser will also provide advice to our Company in compliance with Rule 3A.23 of the Listing Rules; and

(e) meetings between the Stock Exchange and the Directors could be arranged through the authorized representatives or the Compliance Adviser, or directly with the Directors within a reasonable time frame. Our Company will inform the Stock Exchange as soon as practicable in respect of any change in the authorized representatives and/or the Compliance Adviser in accordance with the Listing Rules.

WAIVER IN RELATION TO APPOINTMENT OF JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, the company secretary of an issuer must be an individual who, by virtue of his or her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Our Company had appointed Mr. Yang Cao ("**Mr. Cao**") and Mr. Keith Shing Cheung Wong ("**Mr. Wong**") as our joint company secretaries. Mr. Wong is a member of the Hong Kong Institute of Certified Public Accountants, and therefore meets the qualification requirements under Note 1 to Rule 3.28 of the Listing Rules and is in compliance with Rule 8.17 of the Listing Rules.

Mr. Cao has been responsible for business operations of our Company since April 2019. He has extensive experience in business operations and corporate finance but presently does not possess any of the qualifications under Rules 3.28 and 8.17 of the Listing Rules. While Mr. Cao may not be able to solely fulfill the requirements of the Listing Rules, our Company believes that it would be in the best interests of our Company and the corporate governance of our Company to appoint Mr. Cao as our joint company secretary due to his thorough understanding of the internal administration and business operations of our Group.

Accordingly, while Mr. Cao does not possess the formal qualifications required of a company secretary under Rule 3.28 of the Listing Rules, we have applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules such that Mr. Cao may be appointed as a joint company secretary of our Company. Pursuant to the Guidance Letter HKEX-GL108-20, the waiver will be for a fixed period of time ("**Waiver Period**") and on the following conditions: (i) the proposed company secretary must be assisted by a person who possesses the qualifications or experience as required under Rule 3.28 ("**Qualified Person**") and is appointed as a joint company secretary throughout the Waiver Period; and (ii) the waiver can be revoked if there are material breaches of the Listing Rules by the issuer. The waiver is valid for an initial period of three years from the Listing Date, and is granted on the condition that Mr. Wong, as a joint company secretary of our Company, will work closely with, and provide assistance to, Mr. Cao in the discharge of his duties as a joint company secretary and in gaining the relevant company secretary experience as required under Rule 3.28 of the Listing Rules and to become familiar with the requirements of the Listing Rules and other applicable Hong Kong laws and regulations. Given Mr. Wong's professional qualifications and experience, he will be able to explain to both Mr. Cao and our Company the relevant requirements under the Listing Rules. Mr. Wong will also assist Mr. Cao in organizing Board meetings and Shareholders' meetings of our Company as well as other matters of our Company which are incidental to the duties of a company secretary. He is expected to work closely with Mr. Cao, and will maintain regular contact with Mr. Cao, the Directors and the senior management of our Company. The waiver will be revoked immediately if Mr. Wong ceases to provide assistance to Mr. Cao as a joint company secretary for the three-year period after the Listing or where there are material breaches of the Listing Rules by our Company. In addition, Mr. Cao will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules and will enhance his knowledge of the Listing Rules during the three-year period from the Listing.

In the course of preparation of the Listing, Mr. Cao attended a training seminar on the respective obligations of the Directors and senior management and our Company under the relevant Hong Kong laws and the Listing Rules provided by our Company's Hong Kong legal adviser, Davis Polk & Wardwell, and has been provided with the relevant training materials. Our Company will further ensure that Mr. Cao has access to the relevant training and support that would enhance his understanding of the Listing Rules and the duties of a company secretary of an issuer listed on the Stock Exchange, and to receive updates on the latest changes to the applicable Hong Kong laws, regulations and the Listing Rules. Furthermore, both Mr. Cao and Mr. Wong will seek and have access to advice from our Company's Hong Kong legal and other professional advisers as and when required. Our Company has appointed Rainbow Capital (HK) Limited as the Compliance Adviser upon our Listing pursuant to Rule 3A.19 of the Listing Rules, which will act as our Company's additional channel of communication with the Stock Exchange, and provide professional guidance and advice to our Company and its joint company secretaries as to compliance with the Listing Rules and all other applicable laws and regulations. Prior to the end of the three-year period, the qualifications and experience of Mr. Cao and the need for ongoing assistance of Mr. Wong will be further evaluated by our

Company. We will liaise with the Stock Exchange to enable it to assess whether Mr. Cao, having benefited from the assistance of Mr. Wong for the preceding three years, will have acquired the skills necessary to carry out the duties of company secretary and the "relevant experience" within the meaning of Note 2 to Rule 3.28 of the Listing Rules so that a further waiver will not be necessary.

Please refer to the section headed "Directors and Senior Management" in this prospectus for further information regarding the qualifications of Mr. Cao and Mr. Wong.

EXEMPTION IN RELATION TO FINANCIAL STATEMENTS IN THIS PROSPECTUS

Section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance requires all prospectuses to include matters specified in Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (the "**Third Schedule**"), and set out the reports specified in Part II of the Third Schedule.

Paragraph 27 of Part I of the Third Schedule requires a company to include in its prospectus a statement as to the gross trading income or sales turnover (as the case may be) of the company during each of the three financial years immediately preceding the issue of the prospectus, including an explanation of the method used for the computation of such income or turnover and a reasonable breakdown between the more important trading activities.

Paragraph 31 of Part II of the Third Schedule further requires a company to include in its prospectus a report by the auditors of the company with respect to (i) the profits and losses of the company for each of three financial years immediately preceding the issue of the prospectus and (ii) the assets and liabilities of the company of each of the three financial years immediately preceding the issue of the prospectus.

Section 342A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance provides that the SFC may issue, subject to such conditions (if any) as the SFC thinks fit, a certificate of exemption from the compliance with the relevant requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance if, having regard to the circumstances, the SFC considers that the exemption will not prejudice the interest of the investing public and compliance with any or all of such requirements would be irrelevant or unduly burdensome, or would otherwise be unnecessary or inappropriate.

Rule 4.04(1) of the Listing Rules requires that the consolidated results of the issuer and its subsidiaries in respect of each of the three financial years immediately preceding the issue of the listing document be included in the accountants' report to its prospectus.

Our Company is a Biotech Company as defined under Chapter 18A of the Listing Rules and is seeking a listing under Chapter 18A of the Listing Rules. Rule 18A.03(3) of the Listing Rules requires that a Biotech Company must have been in operation in its current line of

business for at least two financial years prior to listing under substantially the same management. Rule 18A.06 of the Listing Rules requires that a Biotech Company must comply with Rule 4.04 of the Listing Rules modified so that references to "three financial years" or "three years" in Rule 4.04 shall instead be references to "two financial years" or "two years", as the case may be. Further, pursuant to Rule 8.06 of the Listing Rules, the latest financial period reported on by the reporting accountants for a new applicant must not have ended more than six months from the date of the listing document.

In compliance with the abovementioned requirements under the Listing Rules, the accountants' report of our Company set out in Appendix I to this prospectus is currently prepared to cover the two financial years ended December 31, 2018 and 2019 and the six months ended June 30, 2020.

As such, the Joint Sponsors have applied, on behalf of our Company, to the SFC for a certificate of exemption from strict compliance with section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to the requirements of paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule regarding the inclusion of the accountants' report covering the full three financial years immediately preceding the issue of this prospectus on the following grounds:

(a) our Company is primarily engaged in the discovery, development, manufacturing and commercialization of biotech products, and falls within the scope of Biotech Company as defined under Chapter 18A of the Listing Rules. Our Company will fulfill the additional conditions for listing required under Chapter 18A of the Listing Rules;

(b) as of the Latest Practicable Date, we had not commercialized any products. Major financing activities conducted by us since our incorporation include our Pre-IPO Investments, the details of which have been fully disclosed in the section headed "History, Reorganization and Corporate Structure — Pre-IPO Investments" in this prospectus;

(c) given that our Company is only required to disclose its financial results for each of the two financial years ended December 31, 2018 and 2019 and the six months ended June 30, 2020 under Chapter 18A of the Listing Rules and preparation of the financial results for the year ended December 31, 2017 would require additional work to be performed by our Company and our auditors, strict compliance with section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to the requirements of paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule would be unduly burdensome for our Company;

(d) notwithstanding that the financial results set out in this prospectus are only for the two financial years ended December 31, 2018 and 2019 and the six months ended June 30, 2020 in accordance with Chapter 18A of the Listing Rules, other information required to be disclosed under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance has been adequately disclosed in this prospectus pursuant to the relevant requirements; and

(e) the accountants' report covering the two financial years ended December 31, 2018 and 2019 and the six months ended June 30, 2020 (as set out in Appendix I to this prospectus), together with other disclosures in this prospectus, have already provided adequate and reasonable up-to-date information in the circumstances for the potential investors to make an informed assessment of the business, assets and liabilities, financial position, management and prospects and to form a view on the track record of our Company. Therefore, the exemption would not prejudice the interest of the investing public.

The SFC has granted a certificate of exemption under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance exempting our Company from strict compliance with section 342(1)(b) in relation to paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule on the condition that particulars of the exemption are set out in this prospectus and that this prospectus will be issued on or before November 9, 2020.

WAIVER AND EXEMPTION IN RELATION TO THE EQUITY INCENTIVE PLANS

Rule 17.02(1)(b) of the Listing Rules requires a listing applicant to, inter alia, disclose in the prospectus full details of all outstanding options and their potential dilution effect on the shareholdings upon listing as well as the impact on the earnings per share arising from the exercise of such outstanding options.

Paragraph 27 of Appendix 1A to the Listing Rules requires a listing applicant to disclose, inter alia, particulars of any capital of any member of the group which is under option, or agreed conditionally or unconditionally to be put under option, including the consideration for which the option was or will be granted and the price and duration of the option, and the name and address of the grantee, or an appropriate negative statement, provided that where options have been granted or agreed to be granted to all the members or debenture holders or to any class thereof, or to employees under a share option scheme, it shall be sufficient, so far as the names and addresses are concerned, to record that fact without giving the names and addresses of the grantees.

Under section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the prospectus must state the matters specified in Part I of the Third Schedule.

Under paragraph 10 of Part I of the Third Schedule, the number, description and amount of any shares in or debentures of the company which any person has, or is entitled to be given, an option to subscribe for, together with the particulars of the option, that is to say, (a) the period during which it is exercisable; (b) the price to be paid for shares or debentures subscribed for under it; (c) the consideration (if any) given or to be given for it or for the right to it; and (d) the names and addresses of the persons to whom it or the right to it was given or, if given to existing shareholders or debenture holders as such, the relevant shares or debentures must be specified in the prospectus.

As of the Latest Practicable Date, we have granted Share Options to 113 grantees under the Equity Incentive Plans on the terms set out in the section headed "Statutory and General Information — D. Equity Incentive Plans" in this prospectus, including six Directors, one member of the senior management and 106 other employees of our Group, to acquire an aggregate of 13,566,089 Shares (to be adjusted to 27,132,178 Shares upon completion of the Capitalization Issue), representing approximately 4.06% of our Shares in issue immediately following completion of the Capitalization Issue and the Global Offering (assuming the Over-allotment Option is not exercised).

We have applied to (i) the Stock Exchange for a waiver from strict compliance with the requirements under Rule 17.02(1)(b) of the Listing Rules and paragraph 27 of Appendix 1A to the Listing Rules and (ii) the SFC for an exemption from strict compliance with paragraph 10(d) of Part I of the Third Schedule pursuant to section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in connection with the disclosure of certain details relating to the Share Options and certain grantees in this prospectus on the ground that the waiver and the exemption will not prejudice the interest of the investing public and strict compliance with the above requirements would be unduly burdensome for our Company for the following reasons:

(a) we have granted Share Options to a total of 113 grantees under the Equity Incentive Plans to acquire an aggregate of 13,566,089 Shares (to be adjusted to 27,132,178 Shares upon completion of the Capitalization Issue), representing approximately 4.06% of our Shares in issue immediately following completion of the Capitalization Issue and the Global Offering (assuming the Over-allotment Option is not exercised). The grantees under the Equity Incentive Plans include six Directors, one member of the senior management and 106 other employees of our Group;

(b) our Directors consider that it would be unduly burdensome to disclose in this prospectus full details of all the Share Options granted by us to each of the grantees, which would significantly increase the cost and time required for information compilation, prospectus preparation and printing for strict compliance with such disclosure requirements;

(c) material information on the Share Options has been disclosed in this prospectus to provide prospective investors with sufficient information to make an informed assessment of the potential dilutive effect and impact on earnings per Share of the Share Options in making their investment decision, and such information includes:

(i) a summary of the latest terms of the Equity Incentive Plans;

(ii) the aggregate number of Shares subject to the Share Options and the percentage of our Shares of which such number represents;

(iii) the dilutive effect and the impact on earnings per Share upon full exercise of the Share Options immediately following completion of the Capitalization Issue and the Global Offering (assuming the Over-allotment Option is not exercised);

(iv) full details of the Share Options granted to our Directors, members of the senior management and other grantees who have each been granted Share Options to acquire for 500,000 Shares (to be adjusted to 1,000,000 Shares upon completion of the Capitalization Issue) or more, on an individual basis, are disclosed in this prospectus, and such details include all the particulars required under Rule 17.02(1)(b) of the Listing Rules, paragraph 27 of Appendix 1A to the Listing Rules and paragraph 10 of Part 1 of the Third Schedule;

(v) with respect to the Share Options granted by our Company under the Equity Incentive Plans to employees, other than those referred to in sub-paragraph (iv) above, the following details are disclosed in this prospectus, including the aggregate number of such grantees and the number of Shares subject to the Share Options, the consideration paid for the grant of the Share Options and the exercise period and the exercise price for the Share Options; and

(vi) the particulars of the waiver and exemption granted by the Stock Exchange and the SFC, respectively;

the above disclosure is consistent with the conditions ordinarily expected by the Stock Exchange in similar circumstances as set out in Guidance Letter HKEx-GL11-09 issued in July 2009 and updated in March 2014 by the Stock Exchange.

(d) the 100 other employees of the Group have been granted Share Options under the Equity Incentive Plans to acquire an aggregate of 2,067,577 Shares (to be adjusted to 4,135,154 Shares upon completion of the Capitalization Issue), which is not material in the circumstances of our Company, and the exercise in full of such Share Options will not cause any material adverse change in the financial position of our Company;

(e) our Directors consider that non-compliance with the above disclosure requirements would not prevent our Company from providing potential investors with sufficient information for an informed assessment of the activities, assets, liabilities, financial position, management and prospects of our Group; and

(f) a full list of all the grantees containing all details as required under Rule 17.02(1)(b) of the Listing Rules, paragraph 27 of Appendix 1A to the Listing Rules and paragraph 10 of Part I of the Third Schedule will be made available for public inspection in accordance with the section headed "Documents Delivered to the Registrar of Companies and Available for Inspection — Documents Available for Inspection" in this prospectus.

The Stock Exchange has granted us a waiver from strict compliance with the relevant requirements under the Listing Rules subject to the conditions that disclosure in respect of the information referred to in paragraph (c) above has been made in this prospectus.

The SFC has granted us a certificate of exemption under Section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance exempting our Company from strict compliance with paragraph 10(d) of Part I of the Third Schedule, subject to the conditions that:

(a) full details of the Share Options granted to our Directors, members of the senior management and other grantees who have each been granted Share Options to acquire 500,000 Shares (to be adjusted to 1,000,000 Shares upon completion of the Capitalization Issue) or more, on an individual basis, be disclosed in this prospectus, and such details include all the particulars required under paragraph 10 of Part 1 of the Third Schedule;

(b) with respect to the Share Options granted by our Company under the Equity Incentive Plans to employees, other than those referred to in (a) above, the following details, including (i) the aggregate number of such grantees and the number of Shares subject to the Share Options; (ii) the consideration paid for the grant of the Share Options; and (iii) the exercise period and the exercise price for the Share Options be disclosed in this prospectus;

(c) a full list of all the grantees (including the persons referred to in sub-paragraph (a) above) who have been granted Share Options to acquire Shares under the Equity Incentive Plans, containing all the details as required under paragraph 10 of Part 1 of the Third Schedule, be made available for public inspection in accordance with the section headed "Documents Delivered to the Registrar of Companies and Available for Inspection — Documents Available for Inspection" in this prospectus; and

(d) the particulars of the exemption be set forth in this prospectus and that this prospectus will be issued on or before November 9, 2020.

WAIVER IN RELATION TO THE AVAILABILITY OF COPIES OF THE PROSPECTUS IN PRINTED FORM

Our Company has adopted a fully electronic application process for the Hong Kong Public Offering and we will not provide printed copies of this prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering. Our Company will adopt additional communication measures as we consider appropriate to inform the potential investors that they can only subscribe for the Hong Kong Offer Shares electronically, including publishing on the website of our Company and a formal notice in both English and Chinese-language newspaper the available channels for share subscription of the Hong Kong Offer Shares. Our Company has applied for, and the Hong Kong Stock Exchange has granted to us, a waiver from strict compliance with the requirements under Rules 12.04(3), 12.07 and 12.11 of the Hong Kong Listing Rules in respect of the availability of copies of the prospectus in printed form based on the specific and prevailing circumstances of the Company.

We will adopt additional communication measures to inform the potential investors that they can only subscribe for the Hong Kong Public Offer Shares electronically, including (i) publishing a formal notice of the Global Offering on our website and in selected English and Chinese local newspapers describing the fully electronic application process including the available channels for share subscription; (ii) advertising through the White Form eIPO Service Provider the electronic methods for subscription of the Hong Kong Offer Shares; (iii) the enhanced support provided by our Hong Kong Share Registrar and White Form eIPO Service Provider in relation to the Hong Kong Public Offering (including additional enquiry hotlines for questions about the application for the Hong Kong Offer Shares and increasing its server capacity); and (iv) issuing a press release to remind investors that no printed prospectuses or application forms will be provided.

CORNERSTONE SUBSCRIPTION BY EXISTING SHAREHOLDERS AND THEIR CLOSE ASSOCIATES

Rule 9.09 of the Listing Rules provides that there must be no dealing in the securities for which listing is sought by any core connected person of an issuer (except as permitted by Rule 7.11 of the Listing Rules) from 4 clear business days before the expected hearing date until listing is granted.

Rule 10.04 of the Listing Rules provides that a person who is an existing shareholder of the issuer may only subscribe for or purchase securities for which listing is sought if no securities will be offered to them on a preferential basis and no preferential treatment will be given to them in the allocation of securities.

Paragraph 5(2) of Appendix 6 to the Listing Rules provides, inter alia, that without the prior written consent of the Stock Exchange, no allocations will be permitted to directors or existing shareholders of the applicant or their close associates, whether in their own names or through nominees, unless any actual or perceived preferential treatment arising from their ability to influence the applicant during the allocation process can be addressed.

Our Company has applied for a waiver from strict compliance with the requirements

(i) under Rule 10.04 of, and a consent under paragraph 5(2) of Appendix 6 to, the Listing Rules, to allow each of BlackRock Funds (the close associates of BlackRock Entities), GIC Private Limited (a close associate of City-Scape Pte. Ltd., an existing shareholder of the Company), Gaoling Fund, L.P. and YHG Investment, L.P. (the close associates of SUM-II Holdings Limited, an existing shareholder of the Company), and Fidelity Investments (the close associate of the Fidelity Entities, the existing shareholders of the Company); and

(ii) under Rules 9.09 and 10.04 of, and a consent under paragraph 5(2) of Appendix 6 to, the Listing Rules, to allow Boyu Capital Opportunities Master Fund (the close associates of Active Ambience Limited and Supercluster Universe Limited, both of which existing shareholders of the Company) and CRF Investment Holdings Company Limited (an existing shareholder of the Company),

to subscribe for Shares in the Global Offering (the aforementioned cornerstone investors, the "**Participating Shareholders**"), subscribing as cornerstone investors.

The Stock Exchange has granted the requested waivers and consents subject to the conditions that:

(A) we will comply with the public float requirements of Rule 8.08(1) and 18A.07 of the Listing Rules;

(B) the Offer Shares to be subscribed by and allocated to the Participating Shareholders under the Global Offering will be at the same Offer Price and in respect of Participating Shareholders subscribing by way of cornerstone investment, on substantially the same terms as other cornerstone investors (including being subject to a six-month lock up arrangement following Listing);

(C) no preferential treatment has been, nor will be, given to the Participating Shareholders by virtue of their relationship with the Company in any allocation in the placing tranche, other than the preferential treatment of assured entitlement under the cornerstone investment (in respect of Participating Shareholders subscribing as cornerstone investors) which follows the principles set out in the Guidance Letter HKEX-GL51-13, that, save as disclosed in the section headed

"Cornerstone Investors" in this prospectus, the cornerstone investment agreements of the Participating Shareholders do not contain any material terms which are more favorable to them than those in other cornerstone investment agreements; and

(D) details of the subscription of the Offer Shares by the Participating Shareholders in the Global Offering as cornerstone investors will be disclosed in this prospectus and the allotment results announcement of our Company.

For further information about the cornerstone investments of the Participating Shareholders, please refer to the section headed "The Cornerstone Investors" in this prospectus.

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus, for which our Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information to the public with regard to our Group. Our Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this prospectus 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 prospectus misleading.

GLOBAL OFFERING

This prospectus is published solely in connection with the Hong Kong Public Offering, which forms part of the Global Offering. For applicants under the Hong Kong Public Offering, this prospectus contain the terms and conditions of the Hong Kong Public Offering.

The Hong Kong Offer Shares are offered solely on the basis of the information contained and representations made in this prospectus and on the terms and subject to the conditions set out herein and therein. No person is authorized to give any information in connection with the Global Offering or to make any representation not contained in this prospectus, and any information or representation not contained herein and therein must not be relied upon as having been authorized by our Company, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and any of the Underwriters, any of their respective directors, agents, employees or advisers or any other party involved in the Global Offering.

The Listing is sponsored by the Joint Sponsors and the Global Offering is managed by the Joint Global Coordinators. Pursuant to the Hong Kong Underwriting Agreement, the Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement, subject to agreement on the Offer Price. The International Offering is expected to be fully underwritten by the International Underwriters subject to the terms and conditions of the International Underwriting Agreement, which is expected to be entered into on or about the Price Determination Date.

The Offer Price is expected to be determined between the Joint Global Coordinators (on behalf of the Underwriters) and our Company on the Price Determination Date. The Price Determination Date is expected to be on or around Thursday, November 12, 2020 and, in any event, not later than Thursday, November 19, 2020 (unless otherwise determined between the Joint Global Coordinators (on behalf of the Underwriters) and our Company). If, for whatever reason, the Offer Price is not agreed between the Joint Global Coordinators and our Company on or before Thursday, November 19, 2020, the Global Offering will not become unconditional and will lapse immediately.

See the section headed "Underwriting" in this prospectus for further information about the Underwriters and the underwriting arrangements.

PROCEDURES FOR APPLICATION FOR HONG KONG OFFER SHARES

The application procedures for the Hong Kong Offer Shares are set forth in the section headed "How to Apply for Hong Kong Offer Shares" in this prospectus.

STRUCTURE AND CONDITIONS OF THE GLOBAL OFFERING

Details of the structure of the Global Offering, including its conditions, are set forth in the section headed "Structure of the Global Offering" in this prospectus.

SELLING RESTRICTIONS ON OFFER AND SALE OF SHARES

Each person acquiring the Hong Kong Offer Shares under the Hong Kong Public Offering will be required to, or be deemed by his/her acquisition of Hong Kong Offer Shares to, confirm that he/she is aware of the restrictions on offers and sales of the Hong Kong Offer Shares described in this prospectus.

No action has been taken to permit a public offering of the Offer Shares in any jurisdiction other than in Hong Kong, or the distribution of this prospectus in any jurisdiction other than in Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute an offer or invitation in any jurisdiction or in any circumstances where such an offer or invitation is not authorized or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this prospectus and the offering and sale of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

We have applied to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue (including the Shares outstanding and to be issued on the conversion of the Preferred Shares) and to be issued pursuant to (i) the Global Offering, (ii) the Capitalization Issue and (iii) the Over-allotment Option.

Dealings in the Shares on the Stock Exchange are expected to commence on Friday, November 20, 2020. No part of our Shares or loan capital is listed on or dealt in on any other stock exchange and no such listing or permission to list is being or proposed to be sought. All Offer Shares will be registered on the Hong Kong Share Registrar of our Company in order to enable them to be traded on the Stock Exchange.

Under section 44B(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, any allotment made in respect of any application will be invalid if the listing of, and permission to deal in, the Shares on the Stock Exchange is refused before the expiration of three weeks from the date of the closing of the application lists, or such longer period (not exceeding six weeks) as may, within the said three weeks, be notified to our Company by the Stock Exchange.

OVER-ALLOTMENT OPTION AND STABILIZATION

Details of the arrangements relating to the Over-allotment Option and stabilization are set out in the section headed "Structure of the Global Offering" in this prospectus. Assuming that the Over-allotment Option is exercised in full, our Company may be required to issue up to an additional 23,123,000 new Shares.

SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS. Investors should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

SHARE REGISTER AND STAMP DUTY

Our principal register of members will be maintained in the Cayman Islands by our Principal Share Registrar, Maples Fund Services (Cayman) Limited, in the Cayman Islands. Our Hong Kong register of members will be maintained by the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, in Hong Kong.

All Offer Shares issued pursuant to applications made in the Hong Kong Public Offering and the International Offering will be registered on the Hong Kong register of members of our Company in Hong Kong. Dealings in the Shares registered in our Hong Kong register of members will be subject to Hong Kong stamp duty. For further details of Hong Kong stamp duty, please seek professional tax advice.

PROFESSIONAL TAX ADVICE RECOMMENDED

Potential investors in the Global Offering are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, holding and dealing in the Shares or exercising any rights attached to them. It is emphasized that none of our Company, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of their respective affiliates, directors, supervisors, employees, agents or advisers or any other party involved in the Global Offering accepts responsibility for any tax effects on, or liabilities of holders of the Shares resulting from the subscription, purchase, holding or disposal of the Shares or exercising any rights attached to them.

EXCHANGE RATE CONVERSION

Solely for your convenience, this prospectus contains translations of certain Renminbi amounts into Hong Kong dollars, of Renminbi amounts into U.S. dollars and of Hong Kong dollar amounts into U.S. dollars at specified rates.

Unless we indicate otherwise, the translation of Renminbi into Hong Kong dollars, of Renminbi into U.S. dollars and of Hong Kong dollars into U.S. dollars, and vice versa, in this prospectus was made at the following rates:

RMB0.9134	to HK$1.00
RMB7.0795	to US$1.00
HK$7.7507	to US$1.00

No representation is made that any amounts in Renminbi, Hong Kong dollars or U.S. dollars can be or could have been at the relevant dates converted at the above rates or any other rates or at all.

LANGUAGE

If there is any inconsistency between the English version of this prospectus and the Chinese translation of this prospectus, the English version of this prospectus shall prevail unless otherwise stated. However, if there is any inconsistency between the names of any of the entities mentioned in the English prospectus that are not in the English language and their English translations, the names in their respective original languages shall prevail.

ROUNDING

Any discrepancies in any table in this prospectus between total and sum of amounts listed therein are due to rounding.

DIRECTORS

Name	Address	Nationality
Executive Directors		
Dr. Jay Mei	1373 Perry Circle North Wales Pennsylvania 19454 United States of America	American
Mr. John F. Chin	11 Doefield Road Califon New Jersey 07830 United States of America	American
Mr. Yiteng Liu (劉翼騰)	Room 1101, Tower 9, Lane 1588 Chenxiang Road Jiading District Shanghai PRC	Chinese
Non-executive Directors		
Mr. Xubo Hu (胡旭波)	No. 28, Dongjiao Garden Phase 3 No. 88 Zizhu Road Pudong New District Shanghai PRC	Chinese
Mr. Zhen Li (李甄)	Rooms 2601 & 2607 - 2612, Block 2 No. 288 Shimen Yi Road Jing'an District Shanghai PRC	Chinese
Mr. Yanling Cao (曹彥凌)	16/F, Tower 5 Bel Air On the Peak Island South (Phase IV) 68 Bel Air Peak Avenue Pok Fu Lam Hong Kong	Chinese (Hong Kong)

Name	Address	Nationality
Independent Non-executive Directors		
Mr. Mark J. Alles	53 White Tail Drive Dallas Pennsylvania 18612 United States of America	American
Ms. Jing Qian (錢晶)	Room 504, No. 4, Lane 108 Shangcheng Road Pudong New District Shanghai PRC	Chinese
Mr. Sheng Tang (唐晟)	Room 3203, Tower 6, Lane 1088 Pingxingguan Road Jing'an District Shanghai PRC	Chinese

Please refer to the section headed "Directors and Senior Management" in this prospectus for further information with respect to our Directors.

PARTIES INVOLVED IN THE GLOBAL OFFERING

Joint Sponsors	**Goldman Sachs (Asia) L.L.C.** 68/F, Cheung Kong Center 2 Queen's Road Central Hong Kong **J.P. Morgan Securities (Far East) Limited** 28/F, Chater House 8 Connaught Road Central Hong Kong
Joint Global Coordinators	**Goldman Sachs (Asia) L.L.C.** 68/F, Cheung Kong Center 2 Queen's Road Central Hong Kong **J.P. Morgan Securities (Asia Pacific) Limited** 28/F, Chater House 8 Connaught Road Central Hong Kong **Citigroup Global Markets Asia Limited** 50/F, Champion Tower 3 Garden Road Central Hong Kong **China International Capital Corporation Hong Kong Securities Limited** 29/F, One International Finance Centre 1 Harbour View Street Central Hong Kong
Joint Bookrunners and Joint Lead Managers	**Goldman Sachs (Asia) L.L.C.** 68/F, Cheung Kong Center 2 Queen's Road Central Hong Kong

J.P. Morgan Securities (Asia Pacific) Limited
(in relation to the Hong Kong Public Offering only)
28/F, Chater House
8 Connaught Road Central
Hong Kong

J.P. Morgan Securities plc
(in relation to the International Offering only)
25 Bank Street
Canary Wharf
London E14 5JP
United Kingdom

Citigroup Global Markets Asia Limited
(in relation to the Hong Kong Public Offering)
50/F, Champion Tower
3 Garden Road
Central
Hong Kong

Citigroup Global Markets Limited
(in relation to the International Offering)
33 Canada Square
Canary Wharf
London E14 5LB
United Kingdom

China International Capital Corporation Hong Kong Securities Limited
29/F, One International Finance Centre
1 Harbour View Street
Central
Hong Kong

CMB International Capital Limited
45/F Champion Tower
3 Garden Road
Central
Hong Kong

Co-Managers	**Futu Securities International (Hong Kong) Limited** Unit C1-2, 13/F, United Centre No. 95 Queensway Admiralty Hong Kong **US Tiger Securities, Inc.** *(in relation to the International Offering only)* 437 Madison Ave 27th Floor New York NY10022 USA
Legal Advisers to our Company	*As to Hong Kong law and United States law:* **Davis Polk & Wardwell** 18/F, The Hong Kong Club Building 3A Chater Road Hong Kong *As to PRC law:* **Zhong Lun Law Firm** 28/31/33/36/37 F, SK Tower 6A Jianguomenwai Avenue Chaoyang District Beijing PRC *As to Cayman Islands law:* **Maples and Calder (Hong Kong) LLP** 26th Floor, Central Plaza 18 Harbour Road Wanchai Hong Kong

Legal Advisers to the Joint Sponsors and the Underwriters	*As to Hong Kong law and United States law:* **Herbert Smith Freehills** 23/F, Gloucester Tower 15 Queen's Road Central Hong Kong *As to PRC law:* **Commerce & Finance Law Offices** 6F, NCI Tower 12A Jianguomenwai Avenue Chaoyang District Beijing PRC
Auditor and Reporting Accountant	**Ernst & Young** *Certified Public Accountants* 22/F, CITIC Tower 1 Tim Mei Avenue Central Hong Kong
Industry Consultant	**Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.** Room 1018, Tower B No. 500 Yunjin Road Xuhui District Shanghai PRC
Receiving Bank	**CMB Wing Lung Bank Limited** 16th Floor, 45 Dex Voeux Road Central Hong Kong

Registered Office	The offices of Maples Corporate Services Limited PO Box 309, Ugland House Grand Cayman, KY1-1104 Cayman Islands
Head Offices and Principal Places of Business in China	Suites 1206-1209, Block B Zhongshan SOHO Plaza 1065 West Zhongshan Road Changning District Shanghai PRC Building 10, Life Science Industrial Park 1 Yunhai Road Lihai Town, Binhai New City Shaoxing, Zhejiang Province PRC
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
Company's Website	**www.antengene.com** *(The information contained in this website does not form part of this prospectus)*
Joint Company Secretaries	Mr. Yang Cao (曹洋) Suite 1408, Huawen International Mansion 999 West Zhongshan Road Changning District Shanghai PRC Mr. Keith Shing Cheung Wong (王承鏘) *(member of the Hong Kong Institute of Certified Public Accountants)* 40/F, Sunlight Tower 248 Queen's Road East Wanchai Hong Kong

Audit Committee	Mr. Sheng Tang (唐晟) *(Chairman)* Mr. Mark J. Alles Ms. Jing Qian (錢晶)
Remuneration Committee	Ms. Jing Qian (錢晶) *(Chairwoman)* Dr. Jay Mei Mr. Mark J. Alles
Nomination and Corporate Governance Committee	Mr. Mark J. Alles *(Chairman)* Dr. Jay Mei Ms. Jing Qian (錢晶)
Authorized Representatives	Dr. Jay Mei 1373 Perry Circle North Wales Pennsylvania 19454 United States of America Mr. Yiteng Liu (劉翼騰) Room 1101, Tower 9, Lane 1588 Chenxiang Road Jiading District Shanghai PRC
Compliance Adviser	Rainbow Capital (HK) Limited Room 5B, 12/F, Tung Ning Building No. 2 Hillier Street Sheung Wan Hong Kong
Principal Share Registrar	Maples Fund Services (Cayman) Limited P.O. Box 1093, Boundary Hall Cricket Square Grand Cayman, KY1-1102 Cayman Islands
Hong Kong Share Registrar	Computershare Hong Kong Investor Services Limited Shops 1712-1716 17th Floor Hopewell Centre 183 Queen's Road East Wan Chai Hong Kong

Principal Bankers

Citibank N.A., Hong Kong Branch
3 Garden Road
Central
Hong Kong

Bank of Ningbo, Shaoxing Branch
1/F, Beichen Business Building
653 Jiefang Avenue
Shaoxing, Zhejiang Province
PRC

The Hongkong and Shanghai Banking Corporation Limited
1 Queen's Road Central
Hong Kong

Standard Chartered Bank (Hong Kong) Limited
3/F, Standard Chartered Bank Building
4-4A Des Voeux Road Central
Hong Kong

OVERVIEW

We are a clinical-stage Asia-Pacific biopharmaceutical company focused on innovative oncology medicines. We distinguish ourselves by our strong R&D capabilities and strategic approach to developing novel oncology therapies. Our vision is to treat patients beyond borders and transform their lives by discovering, developing and commercializing global first-in-class, only-in-class and/or best-in-class therapies. Our Group was founded by Dr. Mei, the Chairman of the Board and CEO.

For the biography and industry experience of Dr. Mei, please refer to the section headed "Directors and Senior Management" in this prospectus.

Our Group was established in 2016. In preparation for the Listing, we conducted the Reorganization, details of which are set out in the sub-section headed "Reorganization" in this section.

OUR BUSINESS MILESTONES

The following sets forth certain key business development milestones of our Group:

2016	Antengene Zhejiang and Shanghai Antengene were established in the PRC
2017	Our clinical development center was established and commenced operation in Shanghai
	Our Group obtained an exclusive license to develop and commercialize ATG-008 (onatasertib) from Celgene in the APAC region
	Our Group completed the Series A financing in an aggregate amount of approximately US$21 million
2018	IND approval for the TORCH trial with respect to ATG-008 (onatasertib) was received in Taiwan
	Our Group obtained an exclusive license to develop and commercialize four clinical-stage drug candidates, including ATG-010 (selinexor), from Karyopharm in mainland China and certain other Asian countries and regions
	IND approvals for the TORCH trial with respect to ATG-008 (onatasertib) were received in mainland China and South Korea
	Our Company was incorporated in the Cayman Islands

2019	IND approval for the MARCH trial with respect to ATG-010 (selinexor) was received in mainland China
	Our Group completed the Series B financing in an aggregate amount of approximately US$120 million
	IND approval for the SEARCH trial with respect to ATG-010 (selinexor) was received in mainland China
	Our Group won the championship of the 8th China Innovation & Entrepreneurship Competition (第八屆中國創新創業大賽)
	Our Group obtained an exclusive global license to develop, manufacture and commercialize ATG-017 from AstraZeneca
	IND approval for the TEACH trial with respect to ATG-019 was received in Taiwan
2020	IND approval for the TOUCH trial with respect to ATG-010 (selinexor) was received in mainland China
	Our licensed rights under the license agreement with Karyopharm were expanded to 17 APAC countries and regions
	Our Group completed the Series C financing in an aggregate amount of approximately US$97 million
	IND approval for the BUNCH trial with respect to ATG-008 (onatasertib) was received in mainland China
	IND approval for the ERASER trial with respect to ATG-017 was received in Australia

OUR MAJOR SUBSIDIARIES AND OPERATING ENTITIES

The principal business activities and the dates of incorporation of our subsidiaries most relevant to the core operations of our Group during the Track Record Period are shown below:

Name of major subsidiary	Place of incorporation	Date of incorporation	Principal business activities
Antengene Zhejiang	PRC	June 15, 2016	Clinical development of drug candidates
Shanghai Antengene	PRC	August 19, 2016	Clinical development and early discovery of drug candidates

ESTABLISHMENT AND DEVELOPMENT OF OUR GROUP

1. Establishment of Antengene Zhejiang

On June 15, 2016, Antengene Zhejiang, our principal operating entity in the PRC and the holding company of our operations prior to the Reorganization, was established as a limited liability company in the PRC with an initial registered capital of RMB10,000,000 that was contributed by Dr. Mei through Antengene Hong Kong and Horsham Incentive Enterprise Limited ("**Horsham Incentive**"), Mr. Teng Li through Orcapurs Investment Limited ("**Orcapurs**") and Mr. Liu through Shanghai Heiwen Investment Partnership (上海黑紋投資合夥企業(有限合夥)) ("**Heiwen**"), representing 80%, 10%, 5% and 5% of its equity interest, respectively.

The shareholding structure of Antengene Zhejiang upon its establishment was as follows:

Name of Shareholder	Subscribed Capital *(RMB)*	Consideration *(RMB)*
Antengene Hong Kong[(1)]	8,000,000	8,000,000
Horsham Incentive[(2)]	1,000,000	1,000,000
Orcapurs[(3)]	500,000	500,000
Heiwen[(4)]	500,000	500,000
Total	10,000,000	10,000,000

Notes:

1. *Antengene Hong Kong is a limited liability company incorporated under the laws of Hong Kong and was a wholly-owned subsidiary of Meiland, a company wholly-owned by Dr. Mei, on the date of its incorporation.*
2. *Horsham Incentive is a limited liability company incorporated under the laws of BVI and wholly-owned by Dr. Mei.*
3. *Orcapurs is a limited liability company incorporated under the laws of Hong Kong and wholly-owned by Mr. Teng Li, a former director of the Company who resigned on August 18, 2020.*
4. *Heiwen is a limited partnership established under the laws of the PRC. Mr. Liu contributed 99% of the capital contribution in Heiwen, and the remaining 1% is contributed by Ms. Lan Yao, Mr. Liu's spouse.*

2. Series A Financing in Antengene Zhejiang

Pursuant to a joint venture agreement dated May 3, 2017 entered into among Antengene Hong Kong, Horsham Incentive, Orcapurs, Heiwen, Ningbo Meishan Bonded Port Area Youlin Hengli Equity Investment Partnership (寧波梅山保稅港區友霖恆栗股權投資合夥企業(有限合夥)) ("**Youlin Hengli**") and Celgene China Holdings LLC ("**Celgene China**"), Youlin Hengli and Celgene China agreed to subscribe for registered capital of Antengene Zhejiang in an aggregate amount of RMB1,506,685 in exchange for approximately 3.09% and 10.00% equity interest in Antengene Zhejiang, respectively.

On July 25, 2017, Antengene Zhejiang entered into a capital increase agreement with Antengene Hong Kong, Horsham Incentive, Orcapurs, Heiwen, Youlin Hengli, Celgene China, QM68 Limited ("**QM68**"), Shanghai Taiyi Venture Capital Partnership (上海泰沂創業投資合夥企業(有限合夥)) ("**Taiyi**"), Golden Sense Ventures Limited ("**Golden Sense**"), Hangzhou Tigermed Equity Investment Partnership (杭州泰格股權投資合夥企業(有限合夥)) ("**Hangzhou Tigermed**") and Huagai Pharmaceutical & Healthcare Venture Capital (Wenzhou) Partnership (華蓋醫藥健康產業創業投資(溫州)合夥企業(有限合夥)) ("**Huagai**"), pursuant to which QM68, Taiyi, Golden Sense, Hangzhou Tigermed and Huagai agreed to inject capital into Antengene Zhejiang for an aggregate consideration of US$21 million in exchange for approximately 12.84%, 1.83%, 0.92%, 0.92% and 2.75% equity interest in Antengene Zhejiang, respectively, as follows:

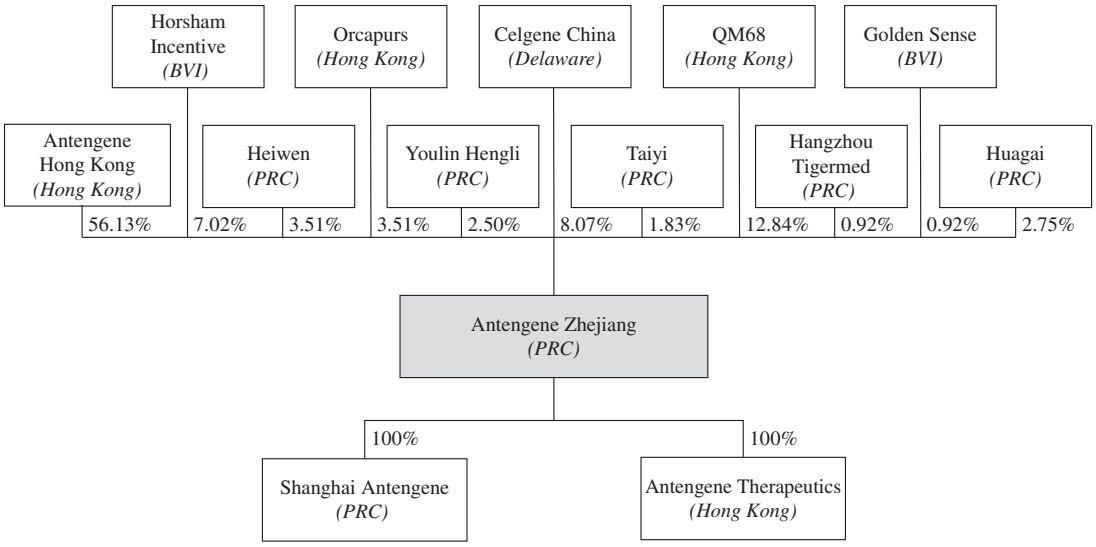
Name of Shareholder	**Subscribed capital** *(RMB)*	**Consideration** *(US$)*
Youlin Hengli[(1)]	356,016	230,226
Celgene China[(2)]	1,150,669	174,852
QM68	1,830,609	14,000,000
Taiyi	261,516	2,000,000
Golden Sense	130,758	1,000,000
Hangzhou Tigermed	130,758	1,000,000
Huagai	392,273	3,000,000
Total	4,252,599	21,405,078

Notes:

1. *Youlin Hengli is a limited partnership established under the laws of the PRC and Shanghai Zilin Business Consulting Co., Ltd. (上海孜霖商務諮詢有限公司) is its general partner. Youlin Hengli is an Independent Third Party.*
2. *For background information about Celgene China, please refer to the sub-section headed "Pre-IPO Investments — 7. Information about the Pre-IPO Investors" in this section below.*

REORGANIZATION

The following chart sets forth our Group's corporate and shareholding structure following completion of the Series A financing in Antengene Zhejiang and immediately prior to the commencement of the Reorganization.



In preparation for the Listing, we underwent the following Reorganization steps:

1. Incorporation of Our Company

On August 28, 2018 and as part of the Reorganization, our Company was incorporated in the Cayman Islands as an exempted company with limited liability and the ultimate holding company of our Group. On the incorporation date of our Company, an aggregate of 50,000 ordinary shares of our Company were allotted and issued to Dr. Mei.

2. Incorporation of Antengene BVI

On September 14, 2018, Antengene BVI was incorporated in BVI as a limited liability company with our Company as the sole shareholder. On the incorporation date of Antengene BVI, an aggregate of 50,000 ordinary shares of Antengene BVI were allotted and issued to our Company.

3. Transfer of Shares of Antengene Hong Kong to Antengene BVI

On October 25, 2018, Meiland transferred the entire issued share capital of Antengene Hong Kong to Antengene BVI at nil consideration. Upon completion of such share transfer, Antengene Hong Kong became a wholly-owned subsidiary of our Company.

4. Transfer of Equity Interests in Antengene Zhejiang and Subscription of Shares of Our Company

Through a series of equity transfers since November 2018 with the then other shareholders of Antengene Zhejiang, Antengene Hong Kong and Antengene Investment acquired the remaining 43.87% equity interests in Antengene Zhejiang from the then other shareholders of Antengene Zhejiang for an aggregate consideration of approximately US$7,919,332. Upon completion of such equity transfers, Antengene Zhejiang became an indirect wholly-owned subsidiary of our Company. Our Company then issued corresponding Shares and Series A Preferred Shares to such former shareholders of Antengene Zhejiang or their affiliates or nominees. The Shares and Series A Preferred Shares were issued in full on November 22, 2018 as set forth in the table below:

Name of Shareholder	Number of Shares allotted	Number of Series A Preferred Shares allotted	Consideration *(US$)*	Corresponding shareholding interest *(%)*
Meiland[(1)]	80,000,000	–	–	56.13
Horsham Incentive[(2)]	10,000,000	–	1,351,283	7.02
Orcapurs[(3)]	5,000,000	–	674,926	3.51
Black Halo[(4)]	5,000,000	–	–	3.51
Grand Path Holdings Limited[(5)]	3,560,160	–	527,981	2.50
Celgene China	–	11,506,690	1,486,387	8.07
Qiming Venture Partners V, L.P.[(6)]	–	17,755,230	2,632,963	12.46
Qiming Managing Directors Fund V, L.P.[(6)]	–	550,860	81,688	0.39
Golden Sense[(7)]	–	1,307,580	194,017	0.92
Hongkong Tigermed Co., Limited[(8)]	–	1,307,580	–	0.92
Taiyi[(9)]	–	2,615,160	388,035	1.83
Huagai[(7)]	–	3,922,730	582,052	2.75
Total	103,560,160	38,965,830	7,919,332	100.00

Notes:

1. *On November 22, 2018, 50,000 ordinary shares with a par value of US$1.00 each of our Company previously held by Dr. Mei were cancelled and re-designated. On the same date, our Company allotted and issued 80,000,000 Shares to Meiland credited as fully paid as part of the Reorganization.*

2. *Pursuant to a share surrender agreement dated August 18, 2020 between our Company and Horsham Incentive, Horsham Incentive subsequently agreed to surrender all legal right, title and interest in 10,000,000 Shares to our Company for cancellation at nil consideration, and the 10,000,000 Shares were cancelled on August 18, 2020. Upon completion of the transaction contemplated in such share surrender agreement, Horsham Incentive ceased to be a Shareholder.*

3. *Pursuant to a share repurchase agreement dated July 11, 2020 between our Company and Orcapurs, our Company agreed to repurchase from Orcapurs 5,000,000 Shares for a consideration of US$14,129,430. Upon the cancellation of such Shares on July 17, 2020, Orcapurs ceased to be a Shareholder.*

4. *Black Halo is an affiliate of Heiwen.*

5. *Grand Path Holdings Limited ("**Grand Path**") is a limited liability company incorporated under the laws of BVI and was nominated by Youlin Hengli to subscribe for Shares of our Company in proportion to Youlin Hengli's equity interest in Antengene Zhejiang prior to the Reorganization. Pursuant to a share repurchase agreement dated July 11, 2020 between our Company and Grand Path, our Company agreed to repurchase from Grand Path 2,074,861 Shares for a consideration of US$5,863,321. Upon the cancellation of such Shares on July 17, 2020, Grand Path held 1,485,299 Shares of our Company.*

6. *Both Qiming Venture Partners V, L.P. and Qiming Managing Directors Fund V, L.P. are affiliates of QM68.*

7. *For background information about Golden Sense and Huagai, please refer to the sub-section headed "Pre-IPO Investments — 7. Information about the Pre-IPO Investors" in this section below.*

8. *Hongkong Tigermed Co., Limited ("**Hong Kong Tigermed**") is an affiliate of Hangzhou Tigermed.*

9. *Pursuant to a share repurchase agreement dated July 11, 2020 between our Company and Taiyi, our Company agreed to repurchase from Taiyi 2,615,160 Series A Preferred Shares for a consideration of US$7,390,144. Upon the cancellation of such Series A Preferred Shares on July 17, 2020, Taiyi ceased to be a Shareholder.*

5. Capitalization issue

Subject to the share premium account of our Company being credited as a result of the issue of the Offer Shares pursuant to the Global Offering, our Company will, on the Listing Date, allot and issue a total of 257,022,322 Shares credited as fully paid at par to the holders of Shares whose names appear on the register of members of our Company on the day preceding the Listing Date in proportion to their then existing shareholdings in our Company (on the basis that each Preferred Share is converted into one Share) by capitalizing the relevant sum from the share premium account of our Company. The Shares allotted and issued pursuant to the Capitalization Issue will rank *pari passu* in all respects with the existing issued Shares.

PRE-IPO INVESTMENTS

1. Series A Financing in Antengene Zhejiang

For details of the Series A financing in Antengene Zhejiang, please refer to the sub-section headed "Establishment and Development of our Group — 2. Series A Financing in Antengene Zhejiang" in this section.

2. Series B Financing

On December 28, 2018, our Company entered into the Series B Preferred Share Purchase Agreement with, among others, the Series B Preferred Shareholders, pursuant to which the Series B Preferred Shareholders agreed to subscribe for an aggregate of 68,412,476 Series B Preferred Shares to be issued by our Company at a subscription price of approximately US$1.75 per Series B Preferred Share for an aggregate consideration of US$120,000,000, which was fully settled on February 28, 2019. The Series B Preferred Shares were issued in full on February 28, 2019 as set forth in the table below:

Name of Shareholder	**Number of Series B Preferred Shares subscribed**	**Consideration** *(US$)*
Active Ambience Limited[(1)]	31,355,718	55,000,000
Begonia Investment Ltd.[(1)]	28,505,198	50,000,000
Qiming Venture Partners V, L.P.	1,382,372	2,424,771
Qiming Managing Directors Fund V, L.P.	42,888	75,229
Celgene China	2,280,416	4,000,000
WuXi PharmaTech Healthcare Fund I L.P.[(1)]	1,140,208	2,000,000
Golden Sense	855,156	1,500,000
Taikang Kaitai Yunrong Biotech Fund I LP[(1)(2)]	2,850,520	5,000,000
Total	68,412,476	120,000,000

Notes:

1. *For background information about the relevant Series B Preferred Shareholders, please refer to the sub-section headed "Pre-IPO Investments — 7. Information about the Pre-IPO Investors" in this section below.*

2. *On February 28, 2019, Taikang Kaitai Yunrong Biotech Fund I LP transferred 2,850,520 Series B Preferred Shares to Taikang Kaitai (Cayman) Special Opportunity I, which is an affiliate of Taikang Kaitai Yunrong Biotech Fund I LP.*

3. Series C Financing

On July 11, 2020, our Company entered into the Series C Preferred Share Purchase Agreement with, among others, the Series C Preferred Shareholders, pursuant to which the Series C Preferred Shareholders agreed to subscribe for an aggregate of 24,770,992 Series C-1 Preferred Shares and 9,690,022 Series C-2 Preferred Shares to be issued by our Company at a subscription price of approximately US$2.83 per Series C Preferred Share for an aggregate consideration of US$97,382,896, which was fully settled on July 28, 2020. The Series C Preferred Shares were issued on July 17, 2020 as set forth in the table below:

Name of Shareholder	Number of Series C-1 Preferred Shares subscribed	Number of Series C-2 Preferred Shares subscribed	Consideration *(US$)*
Fidelity entities[(1)(3)]	12,385,496	–	35,000,000
BlackRock entities[(2)(3)]	4,173,374	1,311,632	15,500,000
City-Scape Pte. Ltd.[(3)]	4,173,374	1,311,632	15,500,000
SUM-II Holdings Limited[(3)]	4,038,748	1,269,321	15,000,000
CRF Investment Holdings Company Limited[(3)]	–	3,432,552	9,700,000
CDG Group Fund L.P.[(3)]	–	106,161	300,000
Supercluster Universe Limited[(3)]	–	1,769,357	5,000,000
Qiming Venture Partners V, L.P.	–	343,222	969,907
Qiming Managing Directors Fund V, L.P.	–	10,649	30,093
Mr. John F. Chin[(4)]	–	67,748	191,448
Mr. Mark J. Alles[(5)]	–	67,748	191,448
Total	24,770,992	9,690,022	97,382,896

Notes:

1. *The Fidelity entities (collectively, the "**Fidelity Entities**") include Fidelity Investment Trust: Fidelity China Region Fund (subscribed for 1,094,111 Series C-1 Preferred Shares), Fidelity Investment Trust: Fidelity Emerging Asia Fund (subscribed for 827,043 Series C-1 Preferred Shares), Fidelity Advisor Series VIII: Fidelity Advisor Emerging Asia Fund (subscribed for 365,844 Series C-1 Preferred Shares), Fidelity Investment Trust: Fidelity Series Emerging Markets Opportunities Fund – Health Care Sub (subscribed for 3,120,030 Series C-1 Preferred Shares), Fidelity Investment Trust: Fidelity Total Emerging Markets Fund – Healthcare Subportfolio (subscribed for 52,151 Series C-1 Preferred Shares), Fidelity Central Investment Portfolios LLC: Fidelity Emerging Markets Equity Central Fund – Health Care Sub (subscribed for 216,650 Series C-1 Preferred Shares), Fidelity Emerging Markets Equity Multi-Asset Base Fund – Health Care (subscribed for 78,624 Series C-1 Preferred Shares), FIAM Emerging Markets Opportunities Commingled Pool – Health Care Sub (subscribed for 570,081 Series C-1 Preferred Shares), Fidelity Emerging Markets Opportunities Institutional Trust – Health Care (subscribed for 47,756 Series C-1 Preferred Shares), Fidelity Investment Trust: Fidelity International Discovery Fund (subscribed for 5,188,762 Series C-1 Preferred Shares), Fidelity Investment Trust:*

Fidelity Worldwide Fund — Non-US Equity Sub (subscribed for 447,701 Series C-1 Preferred Shares), Fidelity International Discovery Commingled Pool (subscribed for 331,374 Series C-1 Preferred Shares) and Fidelity Investment Trust: Fidelity International Discovery K6 Fund (subscribed for 45,369 Series C-1 Preferred Shares).

2. *The BlackRock entities (collectively, the "**BlackRock Entities**") include BlackRock Health Sciences Master Unit Trust (subscribed for 30,666 Series C-1 Preferred Shares and 9,638 Series C-2 Preferred Shares), BlackRock Global Funds — World Healthscience Fund (subscribed for 1,189,858 Series C-1 Preferred Shares and 373,955 Series C-2 Preferred Shares), BlackRock Health Sciences Trust II (subscribed for 1,909,506 Series C-1 Preferred Shares and 600,131 Series C-2 Preferred Shares) and High Cedar Direct Fund, L.P. (subscribed for 1,043,344 Series C-1 Preferred Shares and 327,908 Series C-2 Preferred Shares).*

3. *For background information about the relevant Series C Preferred Shareholders, please refer to the sub-section headed "Pre-IPO Investments — 7. Information about the Pre-IPO Investors" in this section below.*

4. *Mr. John F. Chin is an executive Director and the CBO.*

5. *Mr. Mark J. Alles is an independent non-executive Director.*

4. Capitalization of Our Company

The below table summarizes the capitalization of our Company as at the Latest Practicable Date:

	As at the Latest Practicable Date[1]						
Shareholders	**Shares**	**Series A Preferred Shares**	**Series B Preferred Shares**	**Series C-1 Preferred Shares**	**Series C-2 Preferred Shares**	**Aggregate number of Shares**	**Aggregate ownership percentage** *(%)*
Meiland[2]	87,963,997	–	–	–	–	87,963,997	34.22
Black Halo[3]	5,497,750	–	–	–	–	5,497,750	2.14
ATG Incentives Holding Limited[4]	10,000,000	–	–	–	–	10,000,000	3.89
ATG Incentives Holding Plus Limited[5]	12,851,116	–	–	–	–	12,851,116	5.00
Grand Path	1,485,299	–	–	–	–	1,485,299	0.58
Celgene China	–	11,506,690	2,280,416	–	–	13,787,106	5.36
Qiming Venture Partners V, L.P.	–	17,755,230	1,382,372	–	343,222	19,480,824	7.58
Qiming Managing Directors Fund V, L.P.	–	550,860	42,888	–	10,649	604,397	0.24
Golden Sense	–	1,307,580	855,156	–	–	2,162,736	0.84
Hong Kong Tigermed	–	1,307,580	–	–	–	1,307,580	0.51
Huagai	–	3,922,730	–	–	–	3,922,730	1.53
Active Ambience Limited	–	–	31,355,718	–	–	31,355,718	12.20
Begonia Investment Ltd.	–	–	28,505,198	–	–	28,505,198	11.09
WuXi PharmaTech Healthcare Fund I L.P.	–	–	1,140,208	–	–	1,140,208	0.44
Taikang Kaitai (Cayman) Special Opportunity I	–	–	2,850,520	–	–	2,850,520	1.11

	As at the Latest Practicable Date[1]						
Shareholders	**Shares**	**Series A Preferred Shares**	**Series B Preferred Shares**	**Series C-1 Preferred Shares**	**Series C-2 Preferred Shares**	**Aggregate number of Shares**	**Aggregate ownership percentage** *(%)*
Fidelity Entities	–	–	–	12,385,496	–	12,385,496	4.82
BlackRock Entities	–	–	–	4,173,374	1,311,632	5,485,006	2.13
City-Scape Pte. Ltd.	–	–	–	4,173,374	1,311,632	5,485,006	2.13
SUM-II Holdings Limited	–	–	–	4,038,748	1,269,321	5,308,069	2.07
CRF Investment Holdings Company Limited	–	–	–	–	3,432,552	3,432,552	1.34
CDG Group Fund L.P.	–	–	–	–	106,161	106,161	0.04
Supercluster Universe Limited	–	–	–	–	1,769,357	1,769,357	0.69
Mr. John F. Chin	–	–	–	–	67,748	67,748	0.03
Mr. Mark J. Alles	–	–	–	–	67,748	67,748	0.03
Total	117,798,162	36,350,670	68,412,476	24,770,992	9,690,022	257,022,322	100.0

Notes:

1. *Assuming the conversion of the Preferred Shares into Shares on a one-to-one basis has been completed prior to the Listing.*
2. *Pursuant to a Board resolution dated June 19, 2020, our Company resolved to grant 7,963,997 Shares to Dr. Mei or Meiland as anti-dilution adjustment, and such Shares were allotted and issued to Meiland on June 19, 2020. Upon completion of such share allotment, Meiland holds 87,963,997 Shares.*
3. *Pursuant to a Board resolution dated June 19, 2020, our Company resolved to grant 497,750 Shares to Mr. Liu or Black Halo as anti-dilution adjustment, and such Shares were allotted and issued to Black Halo on June 19, 2020. Upon completion of such share allotment, Black Halo holds 5,497,750 Shares.*
4. *Pursuant to a Board resolution dated August 18, 2020, 10,000,000 Shares were allotted and issued and held by The Core Trust Company Limited (the "**Trustee**") on trust through ATG Incentives Holding Limited ("**ATG Incentives**") as reserve for grant of Share Options under the 2019 Equity Incentive Plan.*
5. *Pursuant to a Board resolution dated August 18, 2020, 12,851,116 Shares were allotted and issued and held by the Trustee on trust through ATG Incentives Holding Plus Limited ("**ATG Incentives Plus**") as reserve for grant of Share Options under the 2020 Equity Incentive Plan.*

5. Principal Terms of the Pre-IPO Investments

The below table summarizes the principal terms of the Pre-IPO Investments:

	Series A	Series B	Series C
Cost per Preferred Share paid *(US$)*	0.02 to 0.76	1.75	2.83
Corresponding post-money valuation of Antengene Zhejiang (in the case of the Series A financing) or our Company (in the case of the Series B and Series C financing) (approximation) *(US$)*[(1)]	109 million	370 million	726 million
Date of the agreements	May 3, 2017 and July 25, 2017	December 28, 2018	July 11, 2020
Funds raised by our Group (approximation) *(US$)*	21 million	120 million	97 million
Date on which the investment was fully settled	October 25, 2017	February 28, 2019	July 28, 2020
Basis of determination of the consideration	The consideration for each round of Pre-IPO Investments was determined based on arm's length negotiation between the respective Pre-IPO Investors and our Group after taking into consideration the timing of the Pre-IPO Investments and the status of our business operations and clinical trials.		
Lock-up	Whilst the Pre-IPO Investors are not subject to any lock-up arrangement at the time of Listing pursuant to the relevant agreements in relation to the Pre-IPO Investments, it is expected that lock-up undertakings will be given to the Underwriters. For further information about lock-up arrangements by the Pre-IPO Investors to the Underwriters, please refer to the section headed "Underwriting — Underwriting Arrangements — Undertakings pursuant to the Listing Rules and the Hong Kong Underwriting Agreement — Undertakings by the Existing Shareholders" in this prospectus.		

	Series A	Series B	Series C
Discount to the Offer Price (approximation)[(2)]	99.54% to 82.61%	59.97%	35.26%
Use of proceeds from the Pre-IPO Investments	We utilized the proceeds for the principal business of our Group as approved by the Board, including, but not limited to, research and development activities, the growth and expansion of our Company's business and general working capital purposes in accordance with the budget approved by the Board. As of the Latest Practicable Date, approximately 34% of the net proceeds from the Pre-IPO Investments has been utilized.		
Strategic benefit from the Pre-IPO Investments to our Group	At the time of the Pre-IPO Investments, our Directors were of the view that our Group could benefit from the additional capital that would be provided by the Pre-IPO Investors' investments in our Group and the Pre-IPO Investors' knowledge and experience.		
Conversion rights	Each Preferred Share shall be automatically converted into Shares at the then effective applicable conversion price immediately before completion of the Global Offering.		

Notes:

1. *The appreciation in the valuation of our Company from Series A financing to Series C financing reflects, among others, the R&D and regulatory milestones and business development accomplishments we achieved in respect of our pipeline assets in between the two series of financing.*
2. *The discount to the Offer Price is calculated based on the assumption that the Offer Price is HK$16.94 per Share, being the mid-point of the indicative Offer Price range of HK$15.80 to HK$18.08, assuming the conversion of the Preferred Shares into Shares on a one-to-one basis and the Capitalization Issue have been completed prior to the Listing.*

6. Special Rights of the Pre-IPO Investors

Our Company and, among others, the Pre-IPO Investors entered into the Shareholders Agreement, pursuant to which certain shareholder rights were agreed among the parties. Pursuant to the Shareholders Agreement and the then memorandum and articles of association of our Company, certain Pre-IPO Investors have, among other rights, (i) information rights; (ii) pre-emptive rights, (iii) right of co-sale and drag-along rights; (iv) veto rights; (v) the right to elect Directors; (vi) redemption rights; and (vii) conversion rights and anti-dilution rights.

The relevant redemption rights and drag-along rights ceased to be exercisable immediately upon the first submission of the listing application form by our Company to the Stock Exchange for the purpose of the Listing for the duration of the listing application unless the listing application is denied, withdrawn or becomes invalid. All other special rights of the Pre-IPO Investors granted under the foregoing documents will be automatically terminated upon the completion of a qualified IPO in Hong Kong, which means an initial public offering on a stock exchange (i) with a pre-money valuation of not less than US$850,000,000 (or HK$6,589,029,109); (ii) with gross proceeds to our Company of not less than US$100,000,000 (or HK$775,070,000); and (iii) at an offer price per Share of not less than the then highest conversion price of the Preferred Shares as provided under the Shareholders Agreement. The Global Offering constitutes a qualified IPO, which will trigger the automatic termination of the other special rights granted to the Pre-IPO Investors. No special rights granted to the Pre-IPO Investors will survive after the Listing.

7. Information about the Pre-IPO Investors

Our Pre-IPO Investors include certain Sophisticated Investors. The background information of our Pre-IPO Investors is set out below.

(i) Celgene China is a limited liability company incorporated under the laws of the State of Delaware, the U.S. and is a subsidiary of Celgene. The ultimate parent for Celgene China is Bristol-Myers Squibb Company, a global biopharmaceutical company focused on discovering, developing and delivering innovative medicines for patients with serious diseases. Bristol-Myers Squibb Company is listed on the New York Stock Exchange (stock code: BMY.NYSE).

(ii) Both Qiming Venture Partners V, L.P. ("**QVP V**") and Qiming Managing Directors Fund V, L.P. ("**QMD V**", together with QVP V, the "**Qiming Entities**") are exempted limited partnerships registered under the laws of the Cayman Islands. Qiming GP V, L.P. is the general partner of QVP V, and Qiming Corporate GP V, Ltd is the general partner of both Qiming GP V, L.P. and QMD V. Both QVP V and QMD V are venture capital funds operated under Qiming Venture Partners focusing on investments in companies in the telecommunication, media and technology (TMT), healthcare and clean technology sectors across China. Qiming Venture Partners is a Sophisticated Investor. As of the Latest Practicable Date, Qiming Venture Partners has over US$5.6 billion of assets under management. Selective biotech and healthcare portfolio companies that Qiming Venture Partners has invested in include Venus Medtech (Hangzhou) Inc. (a company listed on the Stock Exchange (stock code: 2500)), Zai Lab Limited (a company listed on NASDAQ (stock code: ZLAB) and the Stock Exchange (stock code: 9688)), Gan & Lee Pharmaceuticals Co., Ltd. (a company listed on the Shanghai Stock Exchange (stock code: 603087)), CanSino Biologics Inc. (a company listed on the Stock Exchange (stock code: 6185) and the Shanghai Stock Exchange (stock code: 688185)) and Hangzhou Tigermed Consulting Co., Ltd. (a company listed on the Shenzhen Stock Exchange (stock code: 300347) and the Stock Exchange (stock code: 3347)).

(iii) Golden Sense is a limited liability company incorporated under the laws of BVI. It is wholly-owned by Taitong Fund II L.P., whose general partner is TF Venture Capital Management Co., Ltd. ("**TF Venture Capital**"). TF Venture Capital focuses on investment in the life sciences industry, primarily investing in early stage companies with high potential.

(iv) Hong Kong Tigermed is a limited liability company incorporated under the laws of Hong Kong. It is wholly-owned by Hangzhou Tigermed Consulting Co., Ltd. ("**Tigermed**"). Tigermed is a leading China-based provider of comprehensive biopharmaceutical R&D services with an expanding global presence, whose A shares are listed on the Shenzhen Stock Exchange (stock code: 300347.SZ) and whose H shares are listed on the Stock Exchange (stock code: 3347.HK).

(v) Huagai is a limited partnership established under the laws of the PRC and managed by Huagai Investment Management (Wenzhou) Co., Ltd. (華蓋投資管理(溫州)有限公司). Its investments mainly focus on healthcare, emerging and high-tech enterprises.

(vi) Both Active Ambience Limited ("**Active Ambience**") and Supercluster Universe Limited ("**Supercluster Universe**") are limited liability companies incorporated under the laws of the Cayman Islands. Active Ambience is wholly-owned by Boyu Capital Fund III, L.P., which is managed by Boyu Capital Group Management Ltd. Supercluster Universe is wholly-owned by Boyu Capital Opportunities Master Fund, which is managed by Boyu Capital Investment Management Co., Limited. Boyu Capital Group Management Ltd. and Boyu Capital Investment Management Co., Limited are members of Boyu Capital Group. Boyu Capital Group is a leading China-focused investment firm providing growth and transformational capital for high-quality business franchises in Greater China region across four main sectors including healthcare, consumer, TMT and financial sectors.

(vii) Begonia Investment Ltd. ("**Begonia**") is a limited liability company incorporated under the laws of the Cayman Islands. Begonia is an investment holding company wholly owned by funds advised/managed by FountainVest Partners. Founded in 2007, FountainVest Partners is one of the most established independent private equity firms in Asia and a Sophisticated Investor. FountainVest Partners focuses on long-term oriented investments in industry leaders, partnering closely with management teams to drive growth and create value in diversified areas including in strategy, operations, finance, and industry consolidation. FountainVest Partners has completed a number of successful landmark investments in Asia, Europe, and the U.S. Sectors of focus include consumer, media & technology, healthcare, industrials, and financial services. FountainVest Partners is backed by some of the largest sovereign wealth funds and public pension plans around the world, with assets under management of close to US$5 billion. Selective biotech and healthcare portfolio companies that FountainVest Partners has invested in include Shanghai

Kehua Bio-Engineering Co., Ltd. (a company listed on the Shenzhen Stock Exchange (stock code: 002022)) and LBX Pharmacy Chain Joint Stock Company (a company listed on the Shanghai Stock Exchange (stock code: 603883)).

(viii) WuXi PharmaTech Healthcare Fund I L.P. is an exempted limited partnership established in the Cayman Islands in 2011 and specializes in the investment of pharmaceutical, biotech and healthcare companies. The general partner of WuXi PharmaTech Healthcare Fund I L.P. is a wholly owned subsidiary of WuXi AppTec and all the limited partnership interests of WuXi PharmaTech Healthcare Fund I L.P. are also wholly owned by WuXi AppTec. WuXi AppTec is a leading global pharmaceutical R&D services platform listed on the Hong Kong Stock Exchange (stock code: 2359) and the Shanghai Stock Exchange (stock code: 603259).

(ix) Taikang Kaitai (Cayman) Special Opportunity I is an investment holding company incorporated as an exempted company under the laws of the Cayman Islands with limited liability on April 9, 2018. It was ultimately controlled by Taikang Asset Management (Hong Kong) Company Limited, a wholly-owned subsidiary of Taikang Asset Management Company Limited. They are part of a large-scale insurance and financial service group, covering three major businesses, namely insurance, asset management and health and elderly care. With a major investment focus in healthcare, the group has invested in a number of companies such as WuXi AppTec, Mindray Medical International Limited, and Innovent Biologics, Inc.

(x) Fidelity Investment Trust: Fidelity China Region Fund, Fidelity Investment Trust: Fidelity Emerging Asia Fund, Fidelity Advisor Series VIII: Fidelity Advisor Emerging Asia Fund, Fidelity Investment Trust: Fidelity Series Emerging Markets Opportunities Fund – Health Care Sub, Fidelity Investment Trust: Fidelity Total Emerging Markets Fund – Healthcare Subportfolio, Fidelity Central Investment Portfolios LLC: Fidelity Emerging Markets Equity Central Fund – Health Care Sub, Fidelity Emerging Markets Equity Multi-Asset Base Fund – Health Care, FIAM Emerging Markets Opportunities Commingled Pool – Health Care Sub, Fidelity Emerging Markets Opportunities Institutional Trust – Health Care, Fidelity Investment Trust: Fidelity International Discovery Fund, Fidelity Investment Trust: Fidelity Worldwide Fund – Non-US Equity Sub, Fidelity International Discovery Commingled Pool and Fidelity Investment Trust: Fidelity International Discovery K6 Fund are advised or sub-advised by a group of companies collectively known as Fidelity Investments.

(xi) The BlackRock Entities are managed by investment subsidiaries of BlackRock, Inc., which have discretionary investment management power over the respective BlackRock Entities. BlackRock, Inc. is listed on the New York Stock Exchange (stock code: BLK.NYSE). As of September 30, 2020, BlackRock managed approximately US$7.81 trillion in assets on behalf of investors worldwide.

(xii) City-Scape Pte. Ltd. ("**City-Scape**") is a private limited company incorporated in Singapore. City-Scape is 100% owned by GIC (Ventures) Private Limited and managed by GIC Special Investments Private Limited, which in turn is wholly-owned by GIC Private Limited. GIC is a global investment management company established in 1981 to manage Singapore's foreign reserves. GIC invests in over 40 countries worldwide. With its current portfolio size of more than US$100 billion, GIC is amongst the world's largest fund management companies.

(xiii) Hillhouse Capital Management, Ltd. acts as the sole management company of Hillhouse Fund IV, L.P., which owns SUM-II Holdings Limited, an exempted company incorporated under the laws of Cayman Islands. Founded in 2005, Hillhouse Capital is a global firm of investment professionals and operating executives who are focused on building and investing in high quality business franchises that achieve sustainable growth. Hillhouse Capital invests in the healthcare, consumer, TMT, advanced manufacturing, financial and business services sectors in companies across all equity stages. Hillhouse Capital and its group members manage assets on behalf of institutional clients such as university endowments, foundations, sovereign wealth funds, and family offices.

(xiv) CRF Investment Holdings Company Limited ("**CRF**") is a limited liability company incorporated under the laws of the Cayman Islands. CRF is wholly-owned by China Reform Conson Soochow Overseas Fund I L.P., which is a China-related overseas investment firm specializing in industrials, TMT and healthcare sectors. China Reform Conson Soochow Overseas Fund I L.P. is mainly sponsored by China Reform Holdings Corporation Ltd ("**CRHC**") (through China Reform Investment Fund I L.P.), Qingdao Conson Development (Group) Co., Ltd. (through its wholly-owned subsidiary) and Soochow Securities Co., Ltd. (through its wholly-owned subsidiary). CRHC is a wholly state-owned investment company. Qingdao Conson Development (Group) Co., Ltd. is an investment company directly under the State-owned Assets Supervision and Administration Commission of the State Council of Qingdao City. Soochow Securities Co., Ltd. (東吳證券) is a full-service brokerage firm listed on the Shanghai Stock Exchange with stock code 601555.

(xv) CDG Group Fund L.P. ("**CDG**") is a limited partnership organized under the laws of the Cayman Islands. Golden Bridge Capital Holdings Limited ("**Golden Bridge**") is the general partner of CDG. Golden Bridge is a limited liability company incorporated under the laws of the Cayman Islands and specializes in industrials, TMT and healthcare sectors related investment.

8. Public Float

Upon completion of the Capitalization Issue and the Global Offering (assuming the Over-allotment Option is not exercised), the following Shareholders, (i) Meiland, (ii) Black Halo, (iii) Mr. John F. Chin and (iv) Mr. Mark J. Alles, will hold approximately 26.33%, 1.65%, 0.02% and 0.02% of the total issued Shares, respectively, and such Shares will not be counted towards the public float.

Save as disclosed above in this section and the section headed "Substantial Shareholders" in this prospectus, to the best of the Directors' knowledge, all other Pre-IPO Investors and Shareholders are not connected persons of our Company. As a result, an aggregate of approximately 49.78% of the total issued Shares (upon completion of the Capitalization Issue and the Global Offering, assuming the Over-allotment Option is not exercised) with a market capitalization of approximately HK$5,635 million (based on the Offer Price of HK$16.94 per Offer Share, being the mid-point of the indicative Offer Price range) will count towards the public float; hence, over 25% of our Company's total issued Shares with a market capitalization of at least HK$375 million will be held by the public upon completion of the Capitalization Issue and the Global Offering as required under Rule 8.08(1)(a) and Rule 18A.07 of the Listing Rules.

9. Compliance with Interim Guidance and Guidance Letters

The Joint Sponsors confirm that the investments by the Pre-IPO Investors are in compliance with the Guidance Letter HKEX-GL29-12 issued in January 2012 and updated in March 2017 by the Stock Exchange, the Guidance Letter HKEX-GL43-12 issued in October 2012 and updated in July 2013 and in March 2017 by the Stock Exchange and the Guidance Letter HKEX-GL44-12 issued in October 2012 and updated in March 2017 by the Stock Exchange.

PRC REGULATORY REQUIREMENTS

Our PRC Legal Adviser has confirmed that the PRC subsidiaries in our Group have obtained the requisite government approvals in all material respects in respect of the relevant transfers of equity interests as described in this section. The transfers of equity interests described above have been properly settled and legally completed.

M&A RULES

According to the Regulations on Merger with and Acquisition of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》) (the "**M&A Rules**") jointly issued by MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council, the State Taxation Administration, the China Securities Regulatory Commission, the State Administration of Industry and Commerce and SAFE on August 8, 2006, effective as of September 8, 2006 and amended on June 22, 2009, a foreign investor is required to obtain necessary approvals from MOFCOM or the department of commerce at the

provincial level when it (i) acquires the equity of a domestic enterprise so as to convert the domestic enterprise into a foreign-invested enterprise; (ii) subscribes the increased capital of a domestic enterprise so as to convert the domestic enterprise into a foreign-invested enterprise; (iii) establishes a foreign-invested enterprise through which it purchases the assets of a domestic enterprise and operates these assets; or (iv) purchases the assets of a domestic enterprise and then invests such assets to establish a foreign-invested enterprise. According to Article 11 of the M&A rules, if any domestic company, enterprise or natural person merges its affiliated domestic company in the name of a company legally established or controlled by the aforesaid domestic company, enterprise or natural person in foreign countries or regions, it shall be subject to the approval of MOFCOM.

Antengene Zhejiang was established by Antengene Hong Kong, Horsham Incentive, Orcapurs and Heiwen in June 2016. Upon its establishment, Antengene Zhejiang was a sino-foreign equity joint venture enterprise. Therefore, the acquisition by Antengene Hong Kong and Antengene Investment of equity interests in Antengene Zhejiang held by the then other shareholders of Antengene Zhejiang should be deemed as equity transfers of a sino-foreign equity joint venture enterprise, which did not involve the circumstances which shall be approved by MOFCOM under Article 11 of the M&A Rules.

SAFE Circular 37

In 2014, SAFE promulgated the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents' Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles, or SAFE Circular 37. SAFE Circular 37 requires PRC residents to register with local branches of SAFE or competent banks designated by SAFE in connection with their direct establishment or indirect control of an offshore entity, for the purpose of overseas investment and financing, with such PRC residents' legally owned assets or equity interests in domestic enterprises or offshore assets or interests, referred to in SAFE Circular 37 as a "special purpose vehicle." The term "PRC residents" under SAFE Circular 37 is defined as PRC legal entities, other economic organizations, PRC citizens holding PRC ID or non-PRC citizens habitually residing in China due to economic interests.

The term "control" under SAFE Circular 37 is broadly defined as the operation rights, beneficiary rights or decision-making rights acquired by PRC residents in offshore special purpose vehicles by such means as acquisition, trust, proxy, voting rights, repurchase, convertible bonds or other arrangements. SAFE Circular 37 further requires amendment to the registration in the event of any changes with respect to the basic information of or any significant changes with respect to the special purpose vehicle. If shareholders of the offshore holding company who are PRC residents do not complete their registration with their local SAFE branch, the PRC subsidiaries may be prohibited from distributing their profits and proceeds from any reduction in capital, share transfer or liquidation to the offshore company, and the offshore company may be restricted in its ability to contribute additional capital to its PRC subsidiaries. Moreover, failure to comply with SAFE registration and amendment requirements described above could result in liability under PRC law for evasion of applicable foreign exchange restrictions.

As of the Latest Practicable Date, Dr. Mei is not a PRC citizen required to conduct registration pursuant to SAFE Circular 37.

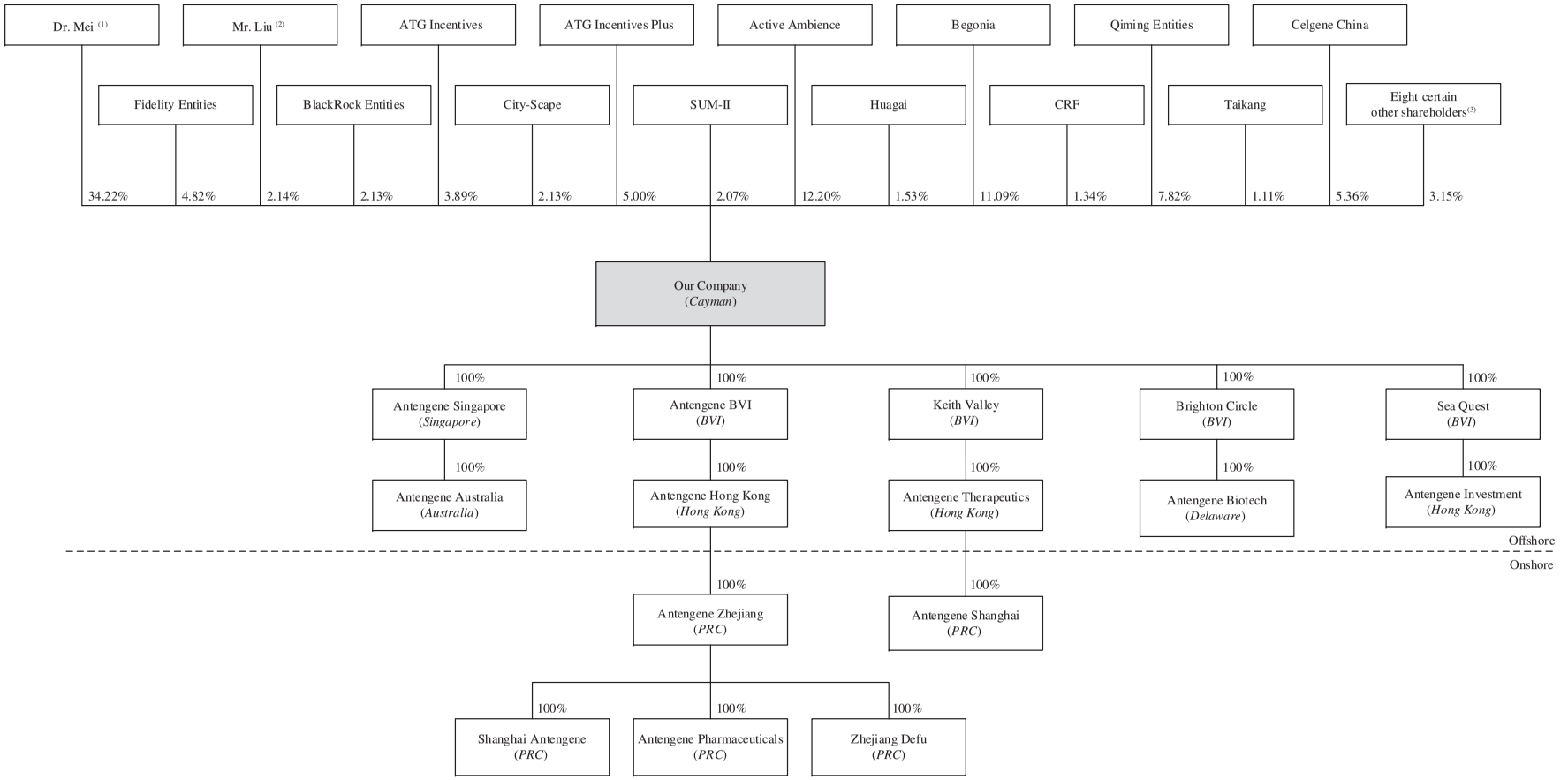
EQUITY INCENTIVE PLANS

Our Company adopted the 2019 Equity Incentive Plan on December 30, 2019, the terms of which were amended by resolutions of the Board on August 18, 2020. Our Company also adopted the 2020 Equity Incentive Plan on August 18, 2020. The purposes of the Equity Incentive Plans are to attract, motivate, retain and reward certain employees, directors, officers and certain other eligible persons of our Group. The principal terms of the Equity Incentive Plans are set out in the section headed "Statutory and General Information — D. Equity Incentive Plans" in this prospectus. Pursuant to the Equity Incentive Plans, the maximum number of Shares subject to the Share Options shall not exceed 22,851,116 Shares (to be adjusted to 45,702,232 Shares upon the Capitalization Issue). As of the Latest Practicable Date, Share Options concerning an aggregate of 13,566,089 Shares (to be adjusted to 27,132,178 Shares upon the Capitalization Issue) have been granted to six Directors, one member of the senior management and 106 other employees of our Group under the Equity Incentive Plans, representing approximately 4.06% of our Shares in issue immediately following completion of the Capitalization Issue and the Global Offering (assuming the Over-allotment Option is not exercised).

As of the Latest Practicable Date, 10,000,000 Shares (to be adjusted to 20,000,000 Shares upon the Capitalization Issue) of our Company have been allotted and issued and are currently held by the Trustee on trust through ATG Incentives and 12,851,116 Shares (to be adjusted to 25,702,232 Shares upon the Capitalization Issue) of our Company have been allotted and issued and are currently held by the Trustee on trust through ATG Incentives Plus, respectively, for further grant of Share Options under the Equity Incentive Plans. Each of ATG Incentives and ATG Incentives Plus is a special purpose vehicle managed by the Trustee established for the purpose of holding Shares for grant of Share Options pursuant to the Equity Incentive Plans.

OUR STRUCTURE IMMEDIATELY PRIOR TO THE CAPITALIZATION ISSUE AND THE GLOBAL OFFERING

The following chart sets forth our corporate and shareholding structure immediately prior to completion of the Capitalization Issue and the Global Offering, assuming that all of the Preferred Shares have been converted into the Shares on a one-to-one basis.



Notes:

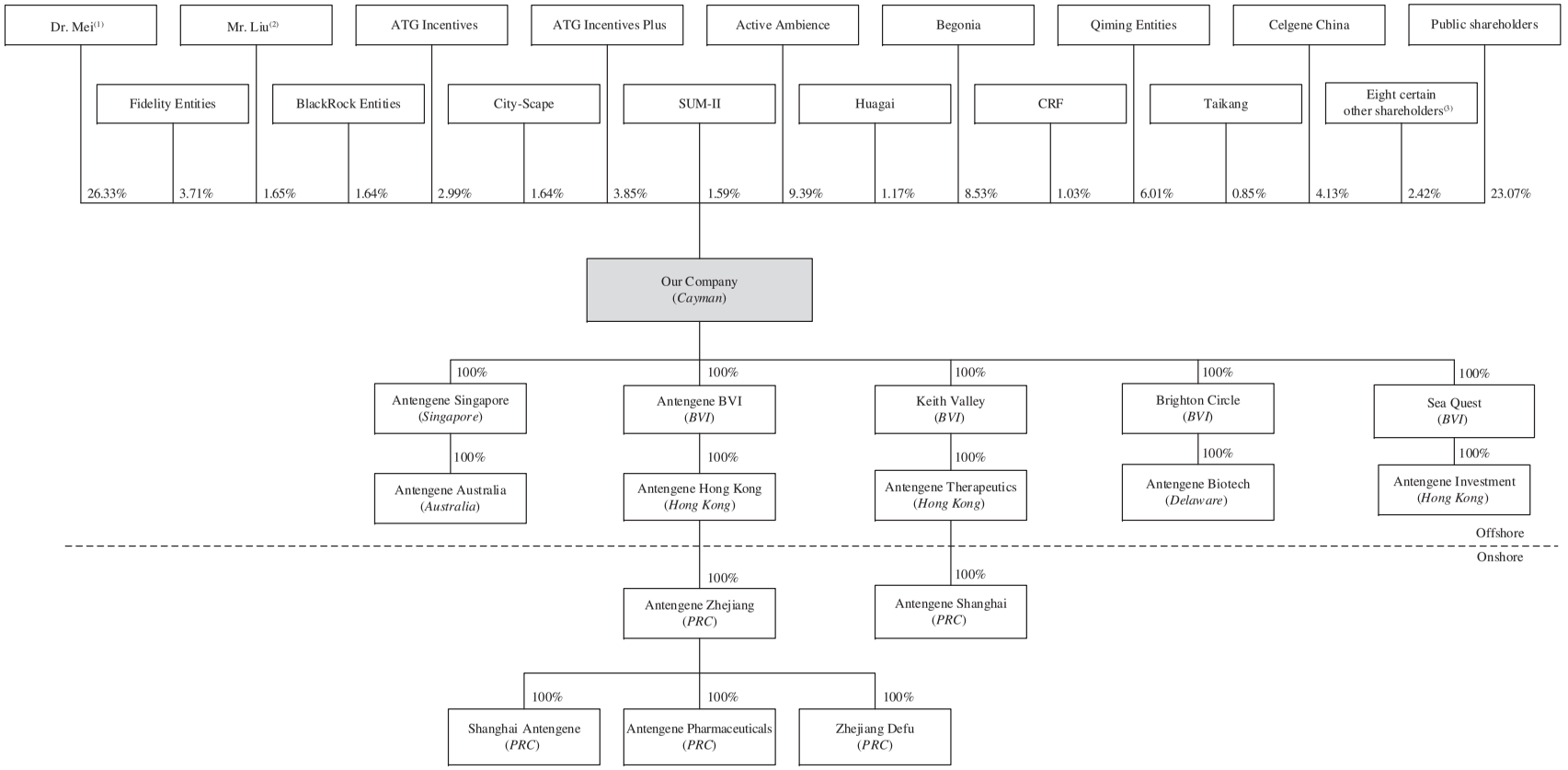
1. *Meiland holds 87,963,997 Shares immediately prior to completion of the Capitalization Issue and is wholly-owned by Horsham Angel. Horsham Angel is owned by Dr. Mei as to 16.48%, AM & Beyond Trust, a trust created by Dr. Mei for the benefit of his children, as to 8.52%, and the JAY MEI 2020 GRAT, 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, Dr. Mei is deemed to be interested in the total number of Shares held by Meiland.*

2. *Black Halo holds 5,497,750 Shares immediately prior to completion of the Capitalization Issue and is wholly-owned by Mr. Liu. Accordingly, Mr. Liu is deemed to be interested in the total number of Shares held by Black Halo.*

3. *Eight certain other Shareholders each holding less than 1% shareholding of our Company immediately prior to the Capitalization Issue and the Global Offering include: Golden Sense (0.84%), Supercluster Universe (0.69%), Grand Path (0.58%), Hong Kong Tigermed (0.51%), WuXi PharmaTech (0.44%), CDG (0.04%), Mr. John F. Chin (0.03%) and Mr. Mark J. Alles (0.03%).*

OUR STRUCTURE IMMEDIATELY FOLLOWING THE CAPITALIZATION ISSUE AND THE GLOBAL OFFERING

The following chart sets forth our corporate and shareholding structure immediately following completion of the Capitalization Issue and the Global Offering, assuming that all of the Preferred Shares have been converted into the Shares on a one-to-one basis and the Over-allotment Option is not exercised.



Notes (1) to (3): Please refer to the notes contained under the sub-section headed "Our Structure Immediately Prior to the Capitalization Issue and the Global Offering" in this section.

(4): The above chart does not take into account of subscription of Shares by our existing Shareholders or their close associates as cornerstone investors under the International Offering.

The information and statistics set out in this section and other sections of this prospectus were extracted from various official government publications, available sources from public market research and other sources from independent suppliers. In addition, we engaged Frost & Sullivan for preparing the Frost & Sullivan Report, an independent industry report in respect of the Global Offering. We believe that the sources of the information in this section and other sections of this prospectus are appropriate sources for such information, and we have taken reasonable care in extracting and reproducing such information. We have no reason to believe that such information is false or misleading or that any fact has been omitted that would render such information false or misleading. The information from official and non-official sources has not been independently verified by us, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, any of the Underwriters, any of their respective directors and advisers, or any other persons or parties involved in the Global Offering, save for Frost & Sullivan, and no representation is given as to its accuracy. Accordingly, the information from official and non-official sources contained herein may not be accurate and should not be unduly relied upon. Our Directors confirm that, after making reasonable enquiries, there is no adverse change in the market information since the date of the Frost & Sullivan Report that would qualify, contradict or have a material impact on the information in this section.

OVERVIEW OF ONCOLOGY DRUG MARKET

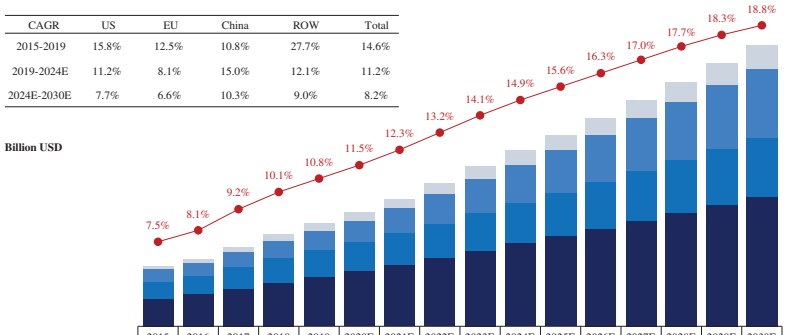
Global Oncology Drug Market

According to Frost & Sullivan, the global oncology drug market is a sector of the pharmaceutical industry focusing on the discovery, development, and commercialization of medicines for the treatment of cancer. The global oncology drug market increased significantly from US$83.2 billion in 2015 to US$143.5 billion in 2019, representing a CAGR of 14.6%, accounting for 7.5% and 10.8% of the global pharmaceutical market respectively. It is expected to grow to US$244.4 billion by 2024, at a CAGR of 11.2% from 2019, and to further grow to US$391.3 billion by 2030, at a CAGR of 8.2% from 2024.

The following chart illustrates the oncology drug market in the U.S., the EU, China and the rest of the world from 2015 to 2030. The China oncology market accounted for 18.4% of the global oncology market in 2019 and is expected to account for 24.5% in 2030. The growth rate of the oncology drug market in China from 2019 to 2030 is expected to be greater than that of the U.S., the EU and global oncology drug market during the same period respectively, indicating significant growth, as China reforms to introduce more innovative medicines to the market.

Global Oncology Market Breakdown by Region, 2015-2030E

CAGR	US	EU	China	ROW	Total
2015-2019	15.8%	12.5%	10.8%	27.7%	14.6%
2019-2024E	11.2%	8.1%	15.0%	12.1%	11.2%
2024E-2030E	7.7%	6.6%	10.3%	9.0%	8.2%

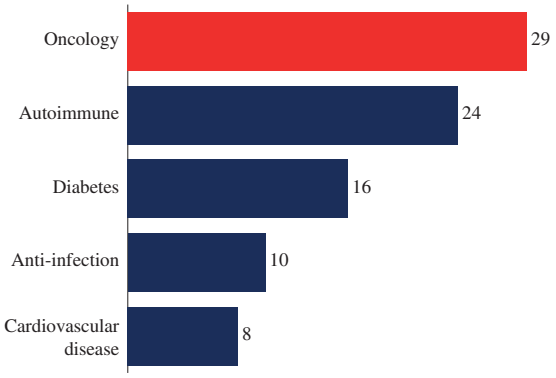


	2015	2016	2017	2018	2019	2020E	2021E	2022E	2023E	2024E	2025E	2026E	2027E	2028E	2029E	2030E
Total	83.2	93.7	110.6	128.1	143.5	159.3	177.9	199.2	222.1	244.4	266.4	290.3	315.0	340.2	365.7	391.3
ROW	4.2	5.9	7.7	9.5	11.2	12.4	13.9	16.0	18.1	19.8	21.7	23.6	25.7	27.8	30.3	33.2
China	17.5	18.8	20.6	23.8	26.4	30.0	34.8	40.4	46.6	53.1	59.5	66.7	74.0	81.4	88.7	95.8
EU	23.7	24.4	30.4	34.6	38.0	40.9	44.3	48.2	52.4	56.2	60.2	64.5	68.8	73.3	77.9	82.6
US	37.7	44.7	51.9	60.2	67.8	76.0	84.8	94.6	105.0	115.2	125.0	135.6	146.4	157.7	168.8	179.7
Share of Oncology Market out of Global Pharmaceutical Market	7.5%	8.1%	9.2%	10.1%	10.8%	11.5%	12.3%	13.2%	14.1%	14.9%	15.6%	16.3%	17.0%	17.7%	18.3%	18.8%

Source: Frost & Sullivan Analysis

The substantial need for innovative medicines for cancer treatment is evidenced by the top global drug sales in 2019. As illustrated in the charts below, oncology drugs accounted for half of the top ten best-selling drugs worldwide in 2019, and cancer as a disease has contributed to the highest number of blockbusters, producing 29 out of the 113 drugs that generated sales revenue of over US$1 billion in 2019.

Distribution of Blockbusters[1] by Therapeutic areas, 2019



Global Top 10 Drugs by Sales Revenue in 2019

Rank	Brand Name	Company (MAH)	Sales Revenue (billion USD)	Drug Category
1	Humira	Abbvie	19.2	Non-oncology
2	Keytruda	Merck	11.1	Oncology
3	Revlimid	Celgene, Beigene	10.8	Oncology
4	Eliquis	BMS, Pfizer	8.2	Non-oncology
5	Opdivo	BMS, Ono Pharmaceutical	7.8	Oncology
6	Eylea	Regeneron (Bayer), Santen	7.5	Non-oncology
7	Avastin	Roche	7.1	Oncology
8	Xarelto	J&J, Bayer	7.1	Non-oncology
9	Enbrel	Pfizer, Amgen	6.9	Non-oncology
10	Mabthera/ Rituxan	Roche	6.5	Oncology

Note:

1. *Blockbusters refer to drugs generating sales revenue over US$1.0 billion. For drugs used in cross therapeutic areas, the major therapeutic area by revenue has been selected. For example, revenue for rituximab is calculated based on sales for oncology instead of autoimmune diseases.*

Source: Frost & Sullivan Analysis

Key Growth Drivers

The steadily growing oncology drug market is primarily driven by the increasing regulatory approval and access to advanced cancer treatment options, which have lengthened the survival of cancer patients and resulted in the expanding patient pool.

- *Increasing regulatory approvals and access to advanced treatment options*: Propelled by the technology advancement in the oncology R&D and regulatory approvals across the world, there has been an increasing number of innovative cancer treatment options to address unmet medical needs. Such innovative cancer treatment options include molecularly targeted and immuno-oncology therapy. The availability of more effective and safer treatments with unique mechanisms of action have led to prolonged survival of cancer patients, thus increasing long-term treatment options for patients and expanding the growth of the oncology market. In addition, increased disposable income, improved government medical reimbursement coverage and favorable pricing policies have enhanced the accessibility of healthcare services and pharmaceutical medications for patients.

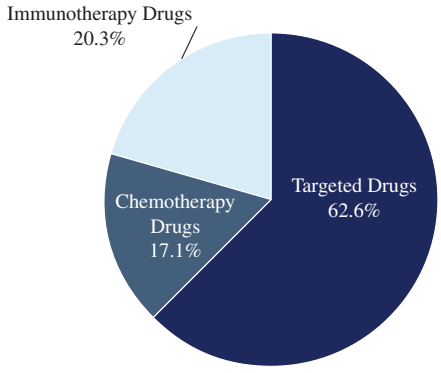
- *Expanding patient pool*: As a result of the increasing access to advanced treatment options, there is a general prolongation of cancer patients' average life span, which in turn results in larger population of cancer patients that require treatment, especially maintenance treatment. In addition, lifestyle practices and increasing environmental pollution have contributed to the increasing number of cancer incidences worldwide. The total cancer incidence reached 18.5 million globally in 2019 and is expected to further increase to 24.1 million in 2030.

Cancer Treatment Options

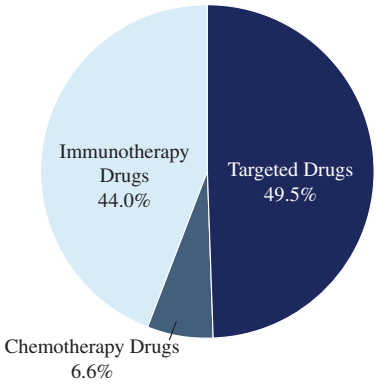
Cancer treatment research and development has made major advances over the past 20 years and it is expected to sustain with continued innovation. There are currently five major treatment options to treat a variety of cancers, which are utilized depending on the stage of cancer diagnosis and the individualized treatment decisions by the cancer specialists. The five major treatment options include surgery, radiotherapy, chemotherapy, molecularly targeted therapy and immunotherapy, among which, molecularly targeted therapy and immunotherapy are the latest innovative treatment modalities compared to traditional radiotherapy and chemotherapy. Molecularly targeted therapy acts on specific targets on cancer cells that are associated with cancer growth, and thus generally results in less harm to normal cells compared to conventional chemotherapy. Immunotherapy induces the patient's own immune system to fight cancer, which primarily includes cytokines, monoclonal antibodies, checkpoint inhibitors, adoptive T-cell therapy and cancer vaccines.

Innovative treatment modalities such as molecularly targeted therapy and immunotherapy have been added to the armamentarium to treat cancer and are expected to further increase in the future. All the 57 novel oncology drugs approved by the FDA from 2015 to 2019 are either molecularly targeted therapies or immunotherapies, including 53 molecularly targeted therapies and four immunotherapies. Molecularly targeted therapy accounted for the largest share of the global oncology drug market in 2019, representing 62.6% of the total market share based on revenue. The market size of each type of therapy is expected to grow in absolute amounts from 2019 to 2030, and molecularly targeted therapy and immunotherapy together are expected to account for more than 90% of the oncology market by 2030.

Breakdown of Global Oncology Drug Market, 2019



Breakdown of Global Oncology Drug Market, 2030E

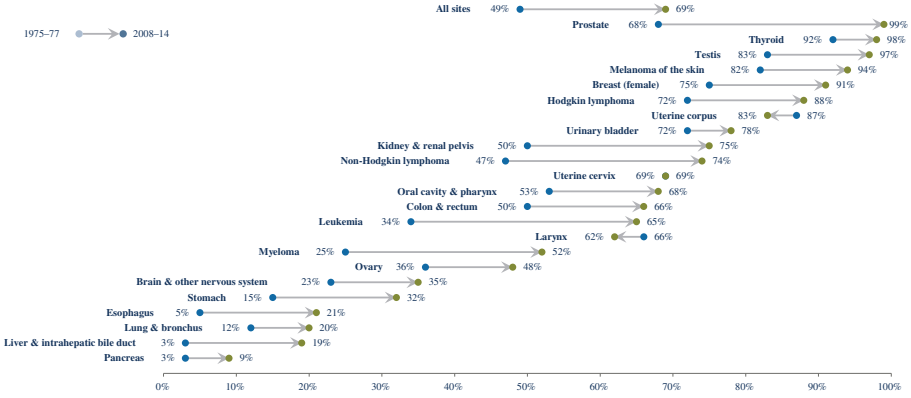


Source: Frost & Sullivan analysis

The oncology drugs that were approved for commercialization in the past five years also represent the development of innovative treatments as a result of a deep understanding of cancer pathology and accelerated technology advancement in drug development. Among the novel oncology drugs approved by the FDA from 2015 to 2019, 33 were first-in-class treatments, and drugs such as Ibrance, Tecentriq and Darzalex have become blockbuster drugs that generated revenue of US$5.0 billion, US$1.9 billion and US$3.0 billion in 2019 worldwide, respectively. In addition, approximately 80% of the oncology drugs under development as of December 31, 2019 in the U.S. are potentially first-in-class drugs and 73% have the potential to become personalized medicines.

According to Frost & Sullivan, the increased availability of innovative treatment options has led to improved overall survival among cancer patients in the U.S. The five-year relative survival rate in 1982 of all registered patients that were diagnosed with cancer in the U.S. between 1975 and 1977 was 49%, as compared with the five-year relative survival rate of 67.1% in 2019 of all registered patients diagnosed with cancer between 2008 and 2014. The respective five-year relative survival rate for each major cancer type generally increased significantly in the same period, as illustrated in the chart below.

Evolution of 5-year Survival Rate in US



Notes:

This table provides historical trends in the nine oldest SEER registry areas.

Rates are adjusted for normal life expectancy and are based on the five-year survival of patients diagnosed in the SEER 9 registry areas from 1975 to 1977, and patients diagnosed from 2008 to 2014, respectively.

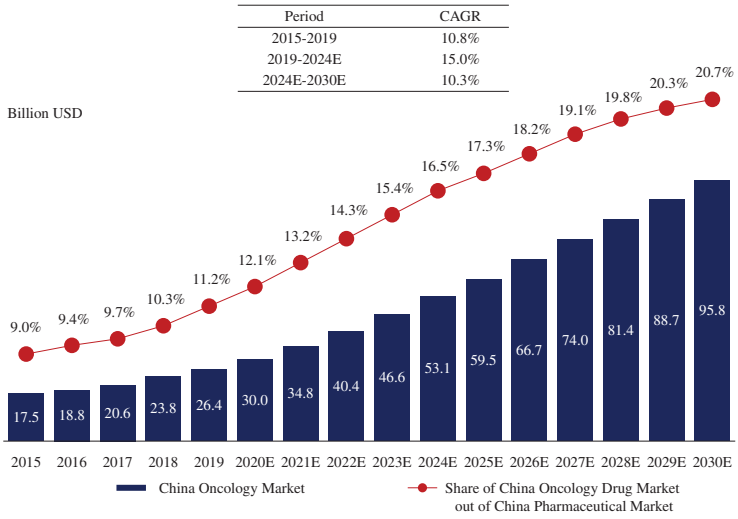
Source: Literature review, Frost & Sullivan analysis

For cancer types where the survival rate remains relatively low, there exist relevant unmet medical needs that can be addressed by innovative therapies.

China Oncology Drug Market

Similar to the global oncology drug market, in China, sales of oncology drug products have risen steadily in recent years and generated a total revenue of US$26.4 billion in 2019, representing a CAGR of 10.8% from 2015 to 2019. China's oncology drug market is forecasted to reach a total revenue of US$53.1 billion in 2024, representing a CAGR of 15.0% from 2019, and further grow to US$95.8 billion in 2030, representing a CAGR of 10.3% from 2024. The market share of oncology drugs as a percentage of China's pharmaceutical market grew from 9.0% in 2015 to 11.2% in 2019 and is expected to continue to expand to 16.5% in 2024 and further to 20.7% in 2030. The following diagram illustrates the historical and forecast size of the oncology drug market in China.

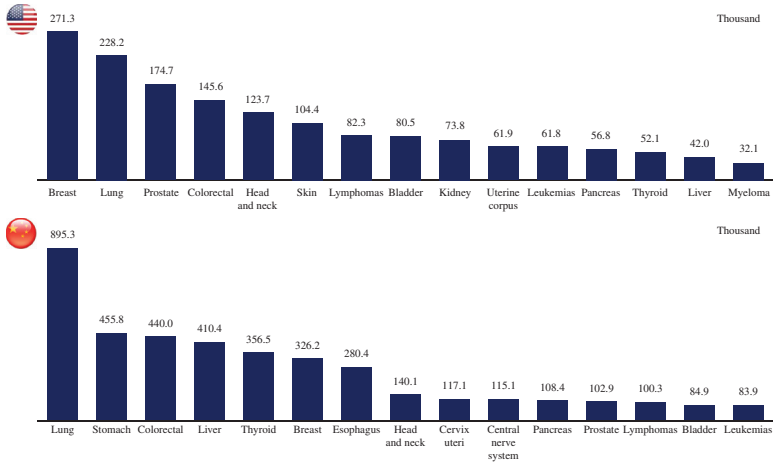
China Oncology Drug Market, 2015-2030E



Source: Frost & Sullivan Analysis

Due to the differences in genetics, dietary structure, environment and other factors such as smoking habits, lifestyle, age, and vaccination compliance, the most prevalent cancer types in China differ from the U.S. As illustrated below, the top five cancer types in China by incidence were lung cancer, stomach cancer, colorectal cancer, liver cancer and thyroid cancer, accounting for more than 57.5% of the annual incidence in aggregate in 2019, and further growth of the incidence of each top cancer type is expected in the future. Differences in cancer type prevalence result in different medical needs in China as compared to other markets. The cancer types that are prevalent in China but which have lower incidence in other markets generally have much more limited treatment options, suggesting huge unmet medical needs in China. For example, lung cancer and liver cancer are more prevalent in China as compared to the U.S., leading to significant market opportunities for these indications in China.

Top 15 Cancers by Incidence in 2019



Source: Globocan, American Cancer Society (ACS), National Central Cancer Registry (NCCR), Frost & Sullivan Analysis

The prevalence of hematological malignancies in China reached 1.9 million in 2019, and is expected to increase to 2.2 million in 2024, at a CAGR of 3.0% from 2019. The diagnostic rate of hematological malignancies is generally low in China, primarily because of the complicated diagnostic, staging and treatment process for hematological malignancies and the limited access to advanced diagnostic techniques. As such, according to Frost & Sullivan, the population of patients that suffer from hematological malignancies in China is larger than the statistical number of patients that have been diagnosed.

Key Growth Drivers

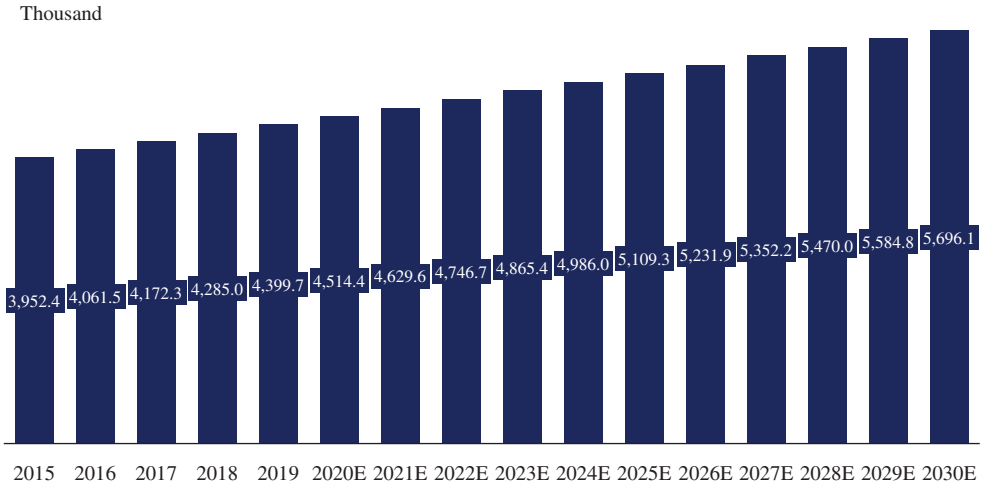
The China oncology drug market is primarily driven by (i) the increasing cancer patient pool, (ii) significant unmet medical needs, (iii) favorable governmental policies, (iv) increasing patient accessibility to medications, and (v) advancement in treatment options.

Increasing Cancer Patient Pool

As a result of the aging population, prolonged patient survival, environmental pollution as well as prevalence of unhealthy lifestyle such as smoking, sedentary behavior and high-calorie diet, the cancer patient population in China has been expanding. The new cancer cases in China increased from 4.0 million in 2015 to 4.4 million in 2019 at a CAGR of 2.7%, and it is estimated to increase to 5.0 million in 2024 at a CAGR of 2.5% from 2019 and further increase to 5.7 million in 2030 at a CAGR of 2.2% from 2024.

Cancer Incidence in China, 2015-2030E

Period	CAGR
2015-2019	2.7%
2019-2024E	2.5%
2024-2030E	2.2%



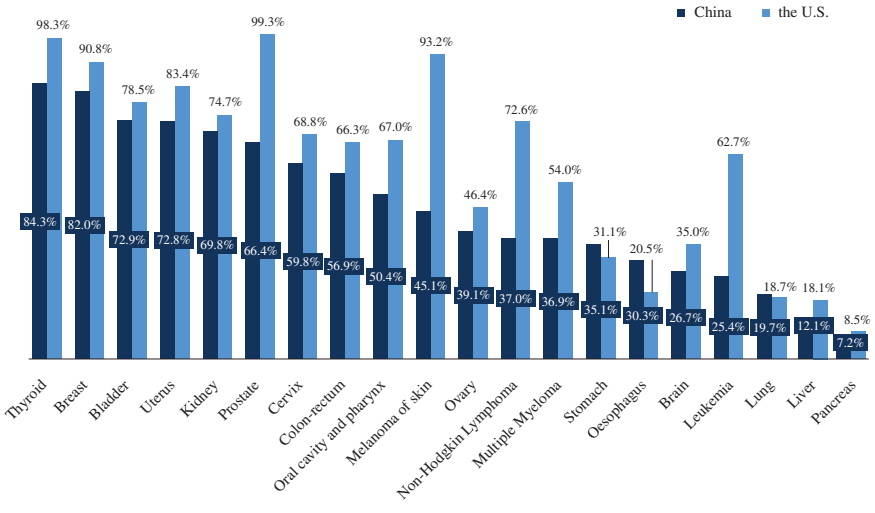
Source: Frost & Sullivan Analysis

Significant Unmet Medical Needs

Cancer treatment options are more limited in China than in the U.S. Chemotherapy still plays a significant role in oncology treatment in China, accounting for 72.6% of the oncology market in China in 2019, compared to 17.1% of the global oncology market in the same year. While all of the top ten best-selling oncology drugs in the U.S. in 2019 were innovative therapies, four out of the top ten best-selling oncology drugs in China were for conventional chemotherapy. Meanwhile, the pharmaceutical industry in China has focused more resources on the mass-production of generic drugs and active pharmaceutical ingredients rather than focusing on the development of innovative medicines. Among the top ten best-selling oncology drugs in China in 2019, eight were approved more than 15 years ago, indicating significant room for innovation. While there were 57 novel oncology drugs approved by the FDA from 2015 to 2019, there were 37 novel oncology drugs approved in China during the same period. Due to the delay in introducing innovative drugs to the market, many innovative therapies with superior efficacy and safety profile are not yet available in China.

As a result, the five-year survival rate of cancer patients in China lags far behind that of the U.S. The five-year survival rate for all registered cancer patients diagnosed from 2012 to 2015 was 40.5% in China, as compared to 67.1% in the U.S., with the respective five-year survival rate of substantially all major cancer types in China lower than those in the U.S., as illustrated in the chart below. In particular, the five-year survival rate for hematological malignancies in general in China is significantly lower than in the U.S., as indicated by the respective five-year survival rate for leukemia, multiple myeloma and non-hodgkin lymphoma in the chart below. Such difference in survival rate indicates an urgent unmet medical need for cancer patients in China, with substantial market growth potential.

5-year Survival Rate for Selected Cancer Types in China and the U.S.



Notes:

Based on the five-year survival rate of registered cancer patients diagnosed between 2012 and 2015.

Source: Globocan, ACS, NCCR, Frost & Sullivan Analysis

Favorable Governmental Policies

China's regulatory evaluation process is becoming increasingly favorable for innovative drugs that address unmet medical needs. Various government policies and regulations have been introduced that are designed to encourage drug innovation and enhance the transparency and efficiency of the approval process, including expedited review processes for clinical trials and new drug applications, to accelerate the approval process for innovative drugs with the potential to address urgent clinical needs.

On October 8, 2017, the General Office of the CPC Central Committee and the General Office of the State Council published Opinions on Reform of the Drug and Medical Device Review and Approval Systems to Encourage Innovation (關於深化審評審批制度改革鼓勵藥品醫療器械創新的意見) (the "**Opinions**"), aiming to accelerate the drug development and approval process and to encourage innovation within the drug and medical device sectors. Various rules and regulations have been promulgated following the Opinions to promote drug innovation. As a result, an increasing number of innovative drugs were approved for marketing in the past five years. The benefits from relevant policy and regulation reforms are listed in the following chart.

	Before	Present
Reforming clinical trial management	• Requiring lengthy approval for clinical trial applications ***(usually 12-18 months)***	• Implied CTA (clinical trial application) approval **(≤ 60 days)**
Accelerating Review and Approval	• Lengthy review and approval process • APIs and formulations are approved separately	• Fast track and priority review of drugs addressing unmet medical needs, e.g. cancer treatment • Leveraging electronic common technical document (eCTD) for NDA review
Encouraging Global Application	• A drug must be in a Phase II or Phase III clinical study or has received marketing authorization abroad before it can begin an international multi-center trial ("**IMCT**") in China	• Removing restrictions on clinical trials and registration for imported drugs • China joining ICH on June 17, 2017 to achieve consistency in the technical requirements for drug registration, which can greatly save the cost of overseas R&D and registration • Accepting clinical trial data generated abroad
Protection of Innovators	• Patent declaration system	• Patent linkage system • Drug patent term compensation system • Innovator's data protection • Marketing approval holder's transfer of drug marketing license

Source: NMPA, Frost & Sullivan Analysis

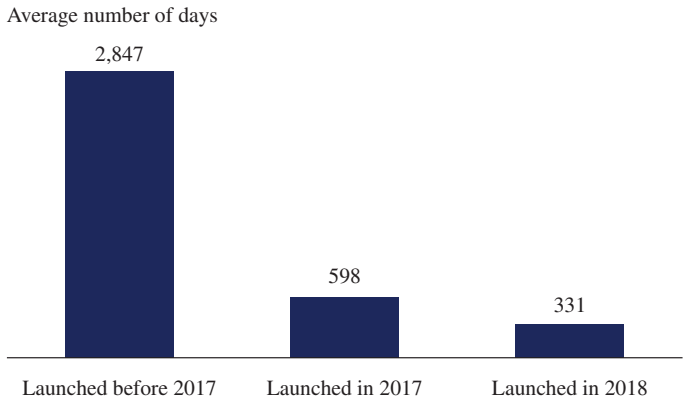
In addition, the Opinions on Encouraging the Prioritized Evaluation and Approval for Drug Innovations (關於鼓勵藥品創新實行優先審評審批的意見) promulgated by the NMPA on December 21, 2017 provided that registration applications for oncology drugs with noticeable clinical strength will be included in the scope of priority review and approval.

Increasing Patient Accessibility to Medications

The National Healthcare Security Administration has promoted the rapid progress of national medical insurance for oncology drugs, through price negotiation and dynamic adjustment of NRDL for inclusion of oncology drugs in a more flexible manner. The reform of NRDL has increased the affordability of and the accessibility to advanced medication treatments.

The NRDL enrollment process for innovative drugs has been accelerated over the past few years. The NRDL sets forth a list of reimbursable drugs for patients covered by the urban employee and resident basic medical insurance schemes, both of which are managed and/or subsidized by the Chinese government. Since 2000, five versions of the NRDL have been published, and an increasing number of innovative oncology drugs have been added to the list. The 4th NRDL, promulgated in 2017, included 14 additional oncology drugs on the list and increased government subsidies for certain oncology drugs already on the list, improving their affordability and accessibility to patients. In September 2018, the 4th NRDL further added 17 drugs to the list, all of which were oncology drugs. The 5th NRDL was published in August 2019, and an additional 17 oncology drugs were included in the NRDL negotiation list. The 5th NRDL was then adjusted in November 2019 to add a further 70 drugs, which mainly included medications for oncology, chronic disease, and rare disease drugs. According to Frost & Sullivan, innovative oncology drugs launched before 2017 took on average 2,847 days to be included in the NRDL after registration, compared to 598 days for innovative oncology drugs launched in 2017 and 331 days for those launched in 2018. For example, it took 167 days for ixazomib and 116 days for ceritinib to be included in the NRDL after receiving registration approval in 2018.

Days from NDA approval to NRDL for innovative oncology drugs*

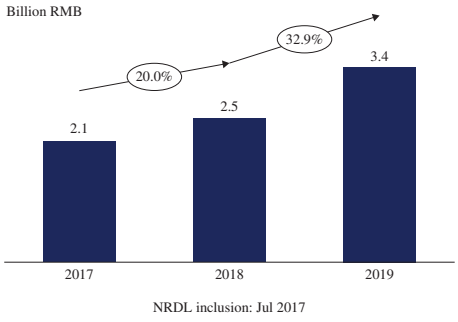


**Note: refers to drugs that entered NRDL through dynamic adjustments (negotiation access) in 2017, 2018 and 2019, excluding TCM*

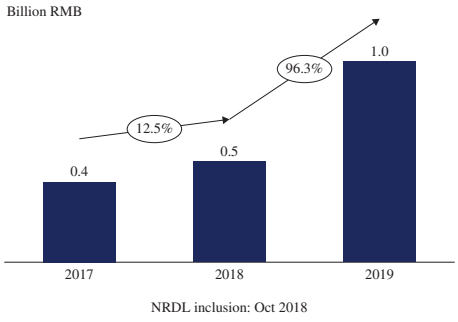
Source: Frost & Sullivan Analysis

Inclusion in the NRDL can significantly increase market accessibility to medications, leading to a substantial increase in the sales volume, which translates into higher revenue despite the discounted price typically required for NRDL inclusion. For example, as illustrated in the chart below, rituximab was included in the NRDL in 2017 and achieved a 20.0% increase in sales revenue in 2018. Similarly, cetuximab was covered by the NRDL in 2018 and achieved a 96.3% increase in sales revenue in 2019.

Rituximab Revenue in China



Cetuximab Revenue in China



Source: Annual Reports, Frost & Sullivan Analysis

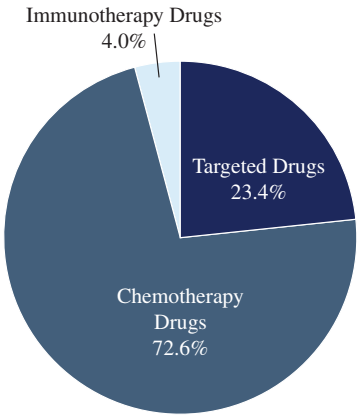
Meanwhile, the rapid growth in disposable income in China has enabled cancer patients to take more innovative medications, leading to an expanding oncology drug market. The annual per capita disposable income in China increased from RMB22,000 in 2015 to RMB30,700 in 2019, at a CAGR of 8.8%, and is estimated to further increase to RMB44,600 in 2024 at a CAGR of 7.7% from 2019. Accordingly, the annual per capita healthcare expenditure in China increased from RMB2,980.8 in 2015 to RMB4,646.8 in 2019 at a CAGR of 11.7%, and is expected to further increase to RMB7,116.6 in 2024 at a CAGR of 8.9% from 2019.

Advancement in Treatment Options

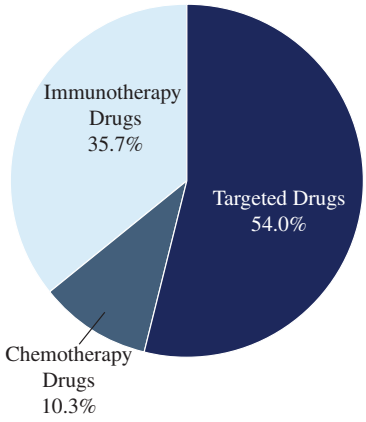
With a series of policies promulgated by the government to encourage R&D, China's oncology drug market is shifting towards an innovation-driven market. The improvement in biotechnology in China and the introduction of novel therapies have enabled the development of a variety of treatment options in China. There has been an increasing number of molecularly targeted therapies, immuno-oncology therapies and combination therapies available or under development in China, to address the unmet medical needs of cancer patients. In particular, molecularly targeted therapy can improve the treatment of cancer with its clear target sites, enhanced efficacy and manageable side effects. Continuing research and deeper understanding of oncogenesis, cancer mutations and abnormal proliferation will further support the development of molecularly targeted drugs.

It is estimated that molecularly targeted drugs and immunotherapy drugs will account for 54.0% and 35.7% of the total sales revenue of oncology drugs in China in 2030, respectively.

Breakdown of China Oncology Drug Market, 2019



Breakdown of China Oncology Drug Market, 2030E



Source: Frost & Sullivan Analysis

In addition, molecularly targeted therapy and immunotherapy in recent years have been combined with other therapies for the treatment of cancer, the efficacy and safety of which are improved compared with monotherapies, leading to better treatment outcomes and representing a direction of future development.

OVERVIEW OF SELECTED ONCOLOGY INDICATIONS IN CHINA

Hematological Malignancies

The treatment of hematological malignancies faces unique challenges. Generally, the diagnosis and treatment of hematological malignancies are more challenging and expensive than that of solid tumors, resulting in higher medical costs. Current methods and techniques required for the diagnosis of hematological malignancies include lymph node biopsy, peripheral blood testing, bone marrow biopsy, immunology testing, flow cytometry, radiologic examination, chromosome analysis, DNA sequencing technology and others, which are expensive, time-consuming, complicated and involve radioactive pollution. The staging of MM after diagnosis and treatment options for hematological malignancies are also often complicated and costly. As a result, certain types of hematological malignancies may be underdiagnosed in China.

Multiple Myeloma (MM)

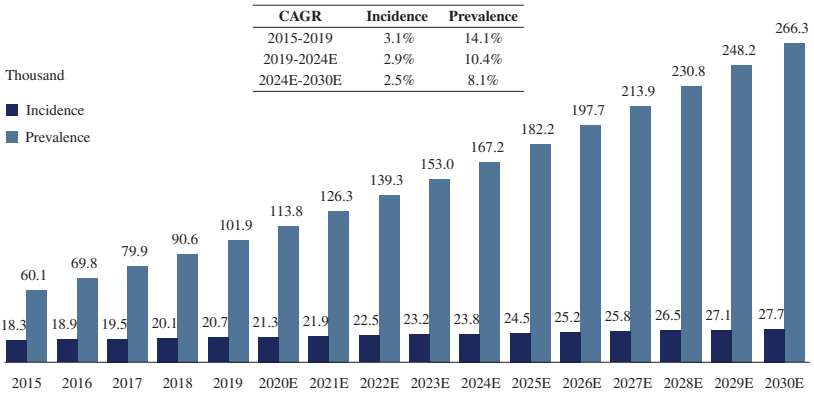
Globally, MM is the second most common hematological malignancy by incidence, ranking only behind DLBCL. MM is a hematological malignancy characterized by the accumulation of monoclonal plasma cells in the bone marrow, the presence of monoclonal immunoglobulin, also known as M protein, in the serum or urine. The disease can damage the bones, immune system, kidneys, and red blood cell count. MM often results in extensive skeletal destruction with osteolytic lesions, osteopenia, and/or pathologic fractures. It is more common in elderly patients, with a median age at diagnosis of 70 years in the U.S. and 60 years in China, and such difference is likely due to factors such as under-diagnosis, under-treatment and/or earlier onset age of MM patients in China.

Market Overview

The incidence of MM in China increased from 18.3 thousand in 2015 to 20.7 thousand in 2019 at a CAGR of 3.1%. With the increasing aging population in China, the incidence of MM is expected to grow to 23.8 thousand in 2024 at a CAGR of 2.9% from 2019 and further to 27.7 thousand in 2030 at a CAGR of 2.5%. The diagnostic rate of MM in China is relatively low due to the complicated diagnostic process and lack of accessibility to effective diagnostic methods. Meanwhile, the prevalence of MM in China increased from 60.1 thousand in 2015 to 101.9 thousand in 2019 at a CAGR of 14.1%, and it is expected to increase to 167.2 thousand in 2024 at a CAGR of 10.4% from 2019 and further to 266.3 thousand in 2030 at a CAGR of 8.1% from 2024.

As illustrated in the chart below, the growth rate of MM prevalence in China was substantially higher than that of MM incidence from 2015 to 2019, and is expected to be higher than the growth rate of MM incidence during the five years from 2019 to 2024 and from 2024 to 2030, respectively. The improved five-year survival rate has contributed to the expansion of the MM prevalence, as a result of enhanced diagnostics and accessibility to an increasing number of novel treatment options, as many innovative drugs, such as lenalidomide, become generic in China and are included in the NRDL. On the other hand, the five-year survival rate of registered MM patients in China was 36.9% compared to 54.0% in the U.S. in 2019, which suggests potential of increasing prevalence and market size in China, in light of the advancement of treatment options in China leading to prolonged survival of MM patients.

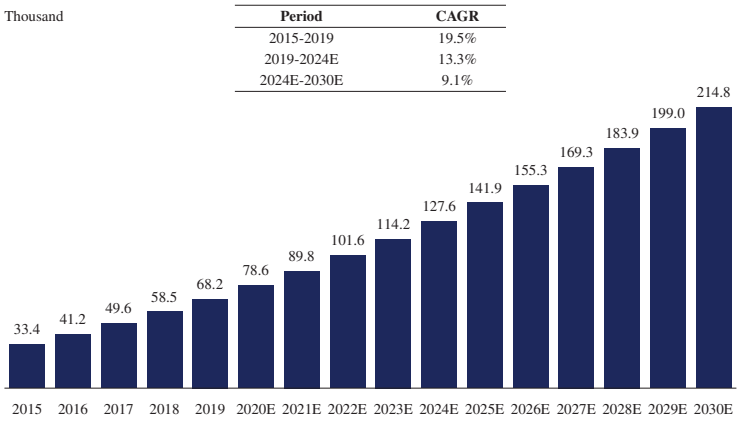
China Incidence and Prevalence of MM, 2015-2030E



Source: Globocan, Frost & Sullivan Analysis

In particular, the number of addressable patients with R/R MM in China reached 68.2 thousand in 2019, and it is expected to increase to 127.6 thousand in 2024 at a CAGR of 13.3% from 2019 and further to 214.8 thousand in 2030 at a CAGR of 9.1% from 2024. The relatively higher growth rate of the addressable R/R MM population in China, compared with that of the MM incidence, is primarily due to the increased treatment rate and prolonged survival for patients on treatment.

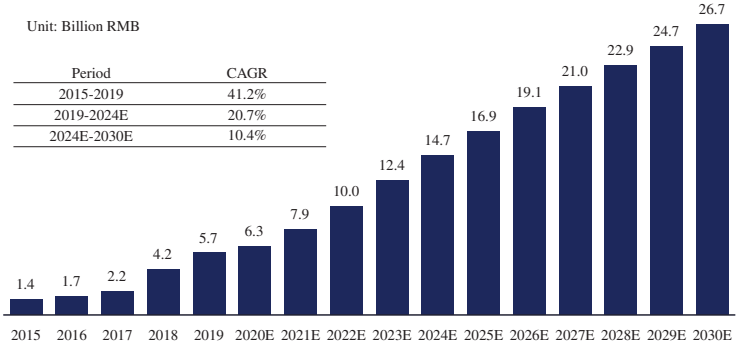
Addressable R/R MM Patient Number in China, 2015-2030E



Source: Frost & Sullivan Analysis

Driven by the increasing incidence and prevalence, the MM drug market in China is expected to increase at a CAGR of 20.7% from RMB5.7 billion in 2019 to RMB14.7 billion in 2024, and further grow to RMB26.7 billion in 2030 at a CAGR of 10.4% from 2024, as illustrated in the chart below.

MM Drug Market Size in China, 2015-2030E



Source: Frost & Sullivan Analysis

Unmet Medical Needs

There are significant unmet medical needs for MM patients in China calling for alternative options as a result of the following features of MM diagnosis and treatment:

- *Incurable:* The prognosis of an MM patient is very heterogeneous and is subject to various factors, such as genetics, performance status and stage of disease, which in turn determine the treatment and management of the disease. Current treatment regimens can prolong patient survival; however, MM is incurable and patients will eventually relapse and succumb to their disease. As a result, patients may require continuous treatment in order to manage MM as a chronic disease and regimens with convenient administration that can provide the convenience of outpatient treatment. With about 13.2 thousand deaths expected to be caused by MM in China in 2020, there remains a significant unmet need for therapies for patients whose disease has relapsed after, or is refractory to, available MM therapies.

- *Low diagnosis rate:* Current methods and techniques for the diagnosis of MM include quantification of para protein (M protein) in peripheral blood and urine, quantification of plasma cells in bone marrow biopsy, immunology testing (immunofixation assay), flow cytometry, radiologic examination, chromosome analysis and DNA sequencing technology, which are expensive, complex and time-consuming. The lack of access to such diagnosis can lead to underdiagnosis and undertreatment of MM patients.

- *Lack of novel treatment options:* Existing treatment options with different mechanisms of action are usually exhausted early on in the treatment, as patients are treated with doublet and triplet combination regimens in early treatment lines. Therefore, new classes of therapy with novel mechanisms of action are required for patients that relapse or are refractory to the current classes of drugs. In the U.S., a wide variety of newly approved or experimental therapies are being used in relapsed and/or refractory patients, including new proteasome inhibitors such as oprozomib and marizomib and cellular therapies such as CAR-T therapy. In comparison, the China market lags behind in the development of innovative therapies for MM and lacks novel treatment options introduced from overseas markets. As a result, the number of treatment options available for MM patients in China is limited, and the mechanisms of action of the available treatments are also less advanced. For example, carfilzomib, as second-generation proteasome inhibitor, is not currently available in China, nor are other novel therapies for R/R MM treatment, such as selinexor as an XPO1 inhibitor, pomalidomide as an immunomodulatory drug ("**IMiD**"), panobinostat as HDAC inhibitor and elotuzumab as anti-CD319/SLAMF-7 antibody, or third-line treatment such as belantamab mafodotin as BCMA targeted therapy. Also, the anti-CD38 mAb, daratumumab, which has been commercialized in China, has not yet been included in the NRDL.

Treatment paradigm

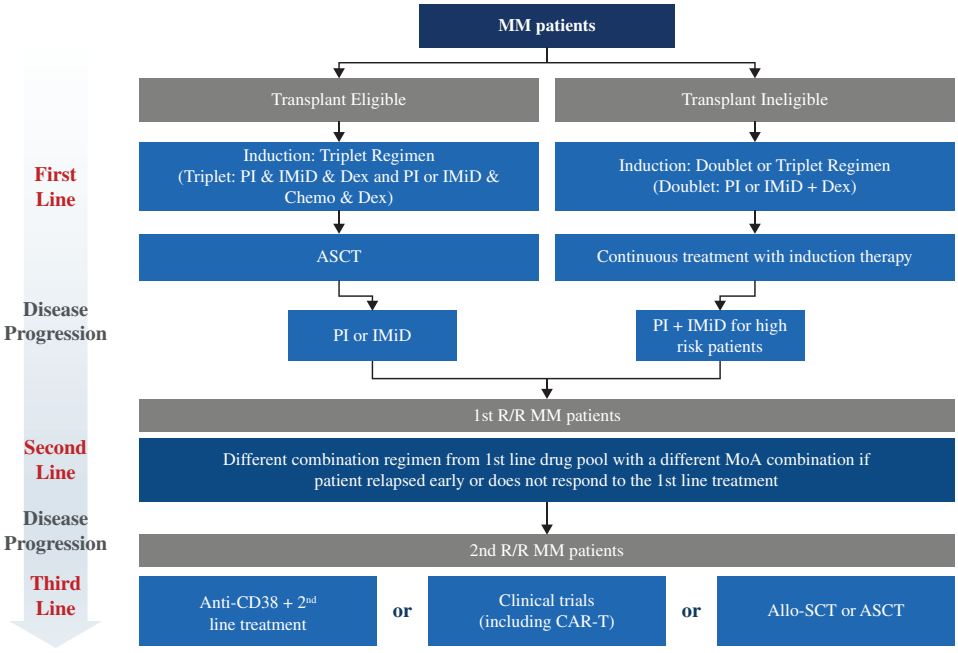
The current targeted therapy treatment options for MM in China can be categorized into three classes: IMiDs, proteasome inhibitors and anti-CD38 mAbs. Combination therapy is standard of care in MM treatment.

In China, transplant eligible patients are generally treated with first-line combination therapy before transplantation, primarily utilizing a proteasome inhibitor (bortezomib) and/or IMiD (thalidomide or lenalidomide), together with chemotherapy and dexamethasone. Single agent bortezomib, lenalidomide or thalidomide are typically used for maintenance treatment after transplantation.

Approximately 90% of the MM patients, including many transplant eligible patients, are unable to receive stem cell transplant treatment in China due to various reasons. The recommended first-line treatment for these patients is combination therapy. The medicines used in combination therapies will be determined by patient's age, disease risk factors, and performance status.

The second-line treatment for R/R MM patients are recommended as regimens with mechanisms of action that differ from the ones applied in the first-line treatment. The same principle applies to later-line treatments. Therefore, once the patients are refractory to IMiDs or proteasome inhibitors, anti-CD38 mAbs is considered. Once the XPO1 inhibitor as a separate class is approved in China, it is expected to be an important therapy for the treatment of R/R MM patients who are refractory to all the three existing classes of targeted therapies. XPO1 inhibitor is being developed for an earlier line of treatment in light of its potential to be a backbone treatment of combination therapies with other approved MM agents.

The diagram below illustrates the MM treatment paradigm in China. Different combinations of regimens with unique and complementary mechanisms of action are required for patients that relapse early or do not respond to initial first-line treatment.



Notes:

It is preferred to treat patients with classes of drugs not used in the 1st line instead of re-challenging patients with the drugs they have been exposed to

1st line standard of care (SoC): Bortezomib (PI), Lenalidomide (IMiD), Thalidomide (IMiD), Cyclophosphamide (Chemo), Adriamycin (Chemo)

2nd line SoC: 1st line therapies, Ixazomib (PI)

3rd line SoC: 2nd line therapies, Anti-CD38 mAb

ASCT: Autologous Hematopoietic Stem Cell Transplantation, Allo-SCT: Allogeneic Hematopoietic Stem Cell Transplantation

PI: Proteasome inhibitor, IMiD: Immunomodulatory imide drug, Chemo: Chemotherapy, Dex: Dexamethasone

Source: Guidelines for the diagnosis and treatment of multiple myeloma in China (2020), Frost & Sullivan Analysis

Competitive Landscape

The following table illustrates the current approved targeted therapy and immunotherapy drugs approved for MM in China, in comparison with XPO1 inhibitor, which has only been approved in the U.S. An sNDA has also been accepted by the FDA for selinexor in combination with bortezomib and dexamethasone as a second-line treatment for MM. According to Frost & Sullivan, SINE compounds can be easily combined with the existing standard regimens for various malignancies and have been generally well tolerated in multiple clinical trials. SINE assets have competitive advantages in the treatment of MM over other treatment options, including a validated novel mechanism of action, improved efficacy, oral administration, reduced dose frequency and potential for combination therapy. For details, please refer to "Business — Clinical-Stage Assets — ATG-010 (selinexor) — Market Opportunity and Competition." The favorable safety and efficacy profile of ATG-010 (selinexor) highlights its potential to play a significant role in MM treatment.

MM

Drug class	Generic name	Modality	1st Line Treatment	2nd Line Treatment	Dosage and route of administration	Phase
XPO1 inhibitor	Selinexor	Small-molecule targeted drug			Oral, 80 mg, twice weekly	Registrational phase II
Immunomodulatory drugs (IMiDs)	Lenalidomide	Small-molecule targeted drug	✓	✓	Oral, 25 mg, once daily	Marketed
Proteasome inhibitor	Bortezomib	Small-molecule targeted drug	✓	✓	Injection, 1.3 mg/m^2, twice weekly	Marketed
	Ixazomib	Small-molecule targeted drug		✓	Oral, 4 mg, once weekly	Marketed
Anti-CD38 mAb	Daratumumab	Monoclonal antibody (mAb)		✓	Injection, 16 mg/kg, once weekly	Marketed

Source: Chinese Society of Clinical Oncology (CSCO), CDE, Frost & Sullivan analysis

As of the Latest Practicable Date, there were four molecularly targeted therapy drug candidates and one cell therapy drug candidate in China under Phase II or Phase III clinical development for MM treatment. As of the same date, there was no XPO1 inhibitor under clinical development in China for MM treatment, other than the development of ATG-010 (selinexor). With the potential to become the backbone assets in MM treatment, the market demand of XPO1 inhibitors is expected to grow in parallel with the other treatment options given its potential in combination therapies.

Multiple Myeloma

Drug Name	Target	Company	Indication	Phase Stage
TJ202	CD38	I-Mab	R/R MM	Phase III
Isatuximab	CD38	Sanofi	MM	Phase III
CPT	TRAIL	Beijing Shadong Biotech	MM	Phase III
ATG-010	XPO1	Antengene	R/R MM	Phase II
LCAR-B38M	BCMA	Nanjing Legend	MM	Phase II

Note: Generic drugs and biosimilars excluded

Source: CDE, Frost & Sullivan Analysis

CAR-T treatment is being heavily studied and is expected to be introduced to the MM market in China and other APAC regions. However, there is a lack of treatment options for patients who have progressed post CAR-T therapies or do not respond to CAR-T therapies. In addition, CAR-T treatment may lead to T cell fatigue in patients, which would adversely affect the efficacy of existing treatment options that depend on the functions of T cell, such as IMiDs and anti-CD38 mAb, as later line therapies. XPO1 inhibitor, with a novel mechanism of action that does not depend on the activation of T cell, can potentially be an option for those patients. In a study presented by Karyopharm at the American Society of Hematology in December 2019, six of seven patients whose disease relapsed after CAR-T achieved a response when treated with selinexor and dexamethasone alone or in combination with either Velcade® (bortezomib) or Kyprolis® (carfilzomib). Although the currently available data is limited, these encouraging results further reinforce the therapeutic activity of selinexor in R/R MM patients.

Diffuse large B cell lymphomas (DLBCL)

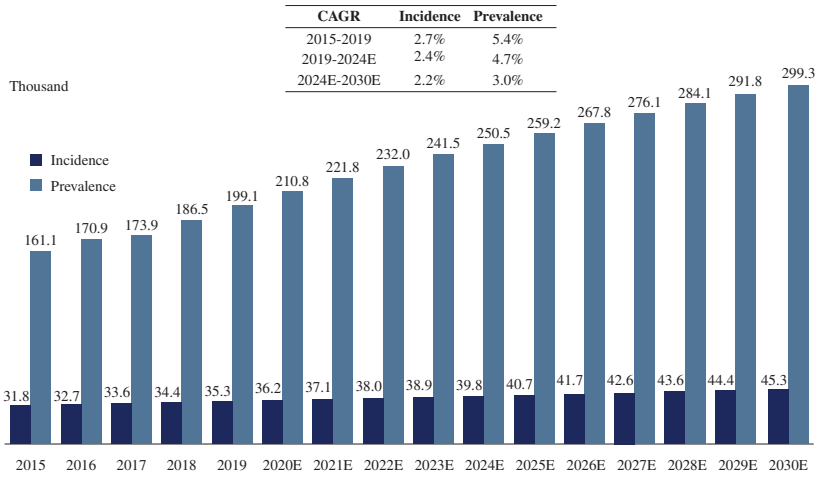
Non-Hodgkin lymphoma, or NHL, is a lymphatic cancer that starts in cells called lymphocytes, which are part of the body's immune system. Lymphocytes are found in the lymph nodes and other lymphoid tissues, such as the spleen and bone marrow, as well as in the blood. NHL subtypes are categorized by the origin and characteristics of lymphoma cells, including their appearance, the presence of proteins on the surface of the cells and their genetic features. The DLBCL is the most common type of NHL and accounts for approximately 25.5% of the total NHL cases globally and approximately 45.8% of the total NHL cases in China.

Market Overview

The new cases of DLBCL in China increased from 31.8 thousand in 2015 to 35.3 thousand in 2019 at a CAGR of 2.7%, and are estimated to increase to 39.8 thousand in 2024 at a CAGR of 2.4% from 2019, and further increase to 45.3 thousand in 2030 at a CAGR of 2.2% from 2024. The diagnostic rate of DLBCL is generally low in China, as a result of the complex methods and process required for accurate diagnosis and patients' lack of accessibility to such diagnosis. Meanwhile, the prevalence of DLBCL in China reached 199.1 thousand in 2019 from 161.1 thousand in 2015 at a CAGR of 5.4%, and it is expected to reach 250.5 thousand in 2024 at a CAGR of 4.7% and further increase to 299.3 thousand in 2030 at a CAGR of 3.0% from 2024.

As illustrated in the chart below, the growth rate of DLBCL prevalence in China was higher than that of DLBCL incidence from 2015 to 2019, and is expected to continue to be substantially higher than the growth rate of DLBCL incidence during the five years from 2019 to 2024 and from 2024 to 2030, respectively, primarily attributable to the increasing survival rate of DLBCL patients.

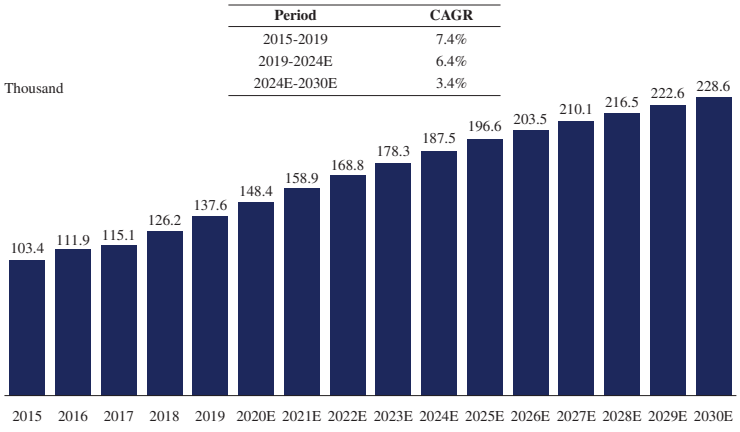
Incidence and Prevalence of DLBCL in China, 2015-2030E



Source: Frost & Sullivan Analysis

Specifically, the number of R/R DLBCL patients in China reached 137.6 thousand in 2019, and it is expected to reach 187.5 thousand in 2024 at a CAGR of 6.4% and further increase to 228.6 thousand in 2030 at a CAGR of 3.4% from 2024, as illustrated in the chart below. The relatively higher growth rate of the addressable R/R DLBCL population in China, compared with that of the DLBCL incidence, is primarily because of the increasing treatment rate and prolonged survival of patient on treatment.

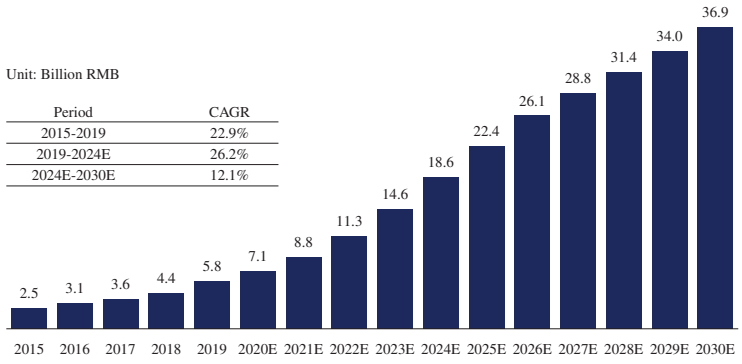
Addressable R/R DLBCL Patient Number in China, 2015-2030E



Source: Frost & Sullivan Analysis

With the increasing number of patients, the DLBCL drug market in China is expected to increase at a CAGR of 26.2% from RMB5.8 billion in 2019 to RMB18.6 billion in 2024, and further increase to RMB36.9 billion at a CAGR of 12.1% from 2024, as illustrated in the chart below. The five-year survival rate of registered DLBCL patients in China was 61% compared with 65% in the U.S. in 2019. The prolonged survival has led to long-term treatment being required for DLBCL patients.

DLBCL Drug Market Size in China, 2015-2030E



Source: Frost & Sullivan Analysis

Unmet Medical Needs

R/R DLBCL represents an area of substantial unmet medical needs, due to the suboptimal treatment results using treatment options currently available in China.

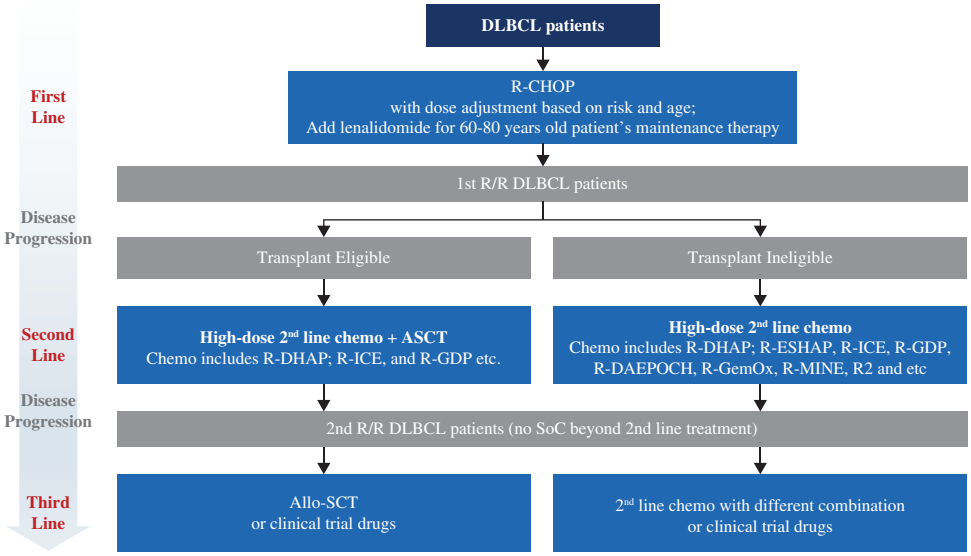
Largely incurable: According to Frost & Sullivan, up to 50% of DLBCL patients will be refractory to R-CHOP therapy or will relapse after achieving complete response in the first-line treatment. Approximately 60% to 70% of patients who progress post first-line treatment have no response to currently available second-line treatment, and for patients who respond, about 50% of them will ultimately relapse. The prognosis for these R/R DLBCL patients is poor and there is no curative treatment option available. With about 20.4 thousand deaths expected to be caused by DLBCL in China in 2020, there remains significant unmet medical need for therapies for patients whose disease has relapsed after, or is refractory to, available therapies.

Lack of novel treatment options: The number of novel therapies for DLBCL treatment in China is limited. The drug resistance mechanism among R/R DLBCL patients can be divided into three types, including innate resistance, acquired resistance and cell adhesion mediated drug resistance. Due to the limited options of mechanism of action, the existing therapies cannot provide effective treatment for different R/R DLBCL patients. For example, rituximab maintenance treatment has no clear significance for DLBCL recurrence after autologous stem cell transplantation. Compared with the U.S., second-line treatment options other than chemotherapy are particularly limited in China, since no molecularly targeted therapy drug has been approved in China, with only off-label use of lenalidomide and ibrutinib available to patients. Also, antibody-drug conjugates such as polatuzumab vedotin that has been approved by the FDA for the treatment of R/R DLBCL, are not available in China. As a result, according to Frost & Sullivan, transplantation is more often required for eligible patients during second-line treatment in China as compared to in the U.S.

Treatment Paradigm

In China, DLBCL patients are treated with first-line combination therapy, primarily utilizing "R-CHOP" therapy, which stands for rituximab (R), cyclophosphamide (C), doxorubicin hydrochloride (H), vincristine/oncovin (O) and prednisolone (P). Even though the response rate for such treatment is high, around 30% to 40% of patients will eventually relapse, and 15% will have primary refractory. The treatment options become more limited, as the DLBCL patients progress to second- or third-line treatment, with only high-dose rituximab together with a combination of chemotherapies (other than CHOP) available. As a result of limited options of novel treatment, utilizing rituximab as the backbone therapy with different combinations of chemotherapy is recommended to be applied through first- to third-line of treatment.

Treatment for R/R DLBCL remains challenging and tends to be customized and driven by physician and patient needs. Once the XPO1 inhibitor as a separate class is approved in China, it is expected to be an important therapy for the treatment of R/R DLBCL patients. ATG-010 (selinexor), as an XPO1 inhibitor, has been approved in the U.S. As of the Latest Practicable Date, ATG-010 (selinexor) was the only orally available therapy approved for the treatment of patients with R/R DLBCL, and the only drug approved for treating both MM and DLBCL.



Notes:

SoC: standard of care

ASCT: Autologous Hematopoietic Stem Cell Transplantation, Allo-SCT: Allogeneic Hematopoietic Stem Cell Transplantation

R-CHOP: Rituximab (R), Cyclophosphamide (C), Hydroxydaunomycin (H), Oncovin (O), Prednisone (P)

R-DHAP: Rituximab (R), Dexamethasone (DH), Cytarabine (A), Cisplatin (P)

R-ICE: Rituximab (R), Ifosfamide (I), Carboplatin (C), Etoposide (E)

R-GDP: Rituximab (R), Gemcitabine (G), Dexamethasone (D), Cisplatin (P)

R-ESHAP: Rituximab (R), Etoposide (E), Solu-medrone (S), High-dose cytarabine (HA), Cisplatin (P)

R-DAEPOCH: Rituximab (R), Doase adjusted (DA), Etoposide (E), Prednisone (P), Oncovin (O), Cyclophosphamide (C), Hydroxydaunorubicin (H)

R-GemOx: Rituximab (R), Gemcitabine (Gem), Oxaliplatin (Ox)

R-MINE: Rituximab (R), Mesna (M), Ifosfamide (I), Novantrone (N), Etoposide (E)

R2: Rituximab (R), Revlimid (R, Lenalidomide)*

** Lenalidomide has not been approved in China for DLBCL and can only be applied in off-label manner*

Source: CSCO, Frost & Sullivan Analysis

Competitive Landscape

The following table illustrates current approved drugs for DLBCL target therapy and immunotherapy in China and their comparison with ATG-010 (selinexor), which has been approved in the U.S. SINE assets have competitive advantages in the treatment of DLBCL over other treatment options, including a validated novel mechanism of action, potential to be applied in combination therapies with existing drugs and oral availability. For details, please see "Business — Clinical-Stage Assets — ATG-010 (selinexor) — Market Opportunity and Competition."

DLBCL

Drug class	Generic name	Modality	1st Line Treatment	2nd Line Treatment	Dosage and route of administration	Combo/Mono Therapy	Phase
XPO1 inhibitor	Selinexor	Small-molecule targeted drug			Oral, 80 mg, twice weekly	Mono	Registrational phase II
CD20 antibody	Rituximab	Monoclonal antibody (mAb)	✓	✓	Injection, 375 mg/m^2, once weekly	Combo	Marketed

Source: CSCO, CDE, Frost & Sullivan Analysis

As of the Latest Practicable Date, there were two molecularly targeted therapy drug candidates that had submitted NDA, five under phase III clinical trial and five under phase II clinical trial for DLBCL treatment in China. As of the same date, there was no XPO1 inhibitor under clinical development in China for DLBCL treatment, other than ATG-010 (selinexor).

Diffuse Large B cell Lymphoma

Drug Name	Target	Company	Indication	Phase Stage
CAR-T	CD19	Fosun Kite	R/R B-cell NHL, DLBCL	NDA
CAR-T	CD19	JW Therapeutics	R/R B-cell NHL, DLBCL	NDA
Polatuzumab vedotin	CD79b	Roche	DLBCL	Phase III
Enzastaurin	PI3K	Denovo Biopharma	DLBCL	Phase III
Ofatumumab	CD20	GlaxoSmithKline	R/R DLBCL	Phase III
CAR-T	CD19	Novartis	R/R B-cell NHL, DLBCL	Phase III
ATG-010	XPO1	Antengene	R/R DLBCL	Phase II
BEBT-908	PI3K, HDAC	BeBetter Medicine	R/R DLBCL	Phase II
ICP-022	BTK	Innocare	R/R DLBCL	Phase II
CAR-T	CD19	Carsgen Therapeutics	R/R B-cell NHL, DLBCL	Phase III
Zanubrutinib	BTK	BeiGene	R/R DLBCL	Phase II
Abexinostat	HDAC	Xynomic Pharmaceutical	R/R DLBCL	Phase II

Note: Generic drugs and biosimilars excluded

Source: CDE, Frost & Sullivan Analysis

Hepatocellular carcinoma (HCC)

Liver cancer can be classified into primary liver cancer and metastatic by the origins of the tumor cells. Primary liver cancer, which starts from the liver tissue, is more common in East Asia. According to Frost & Sullivan, liver cancer is the fourth most frequent cancer and the third leading cause of death from cancer in China, while the most common type is HCC, accounting for 85% to 90% of all patients with liver cancer. Among all HCC patients, 80% to 90% suffer from chronic liver disease, mainly caused by hepatitis B or C virus infection, and over time, inflammation associated with chronic liver disease can lead to immunosuppression and the development of HCC.

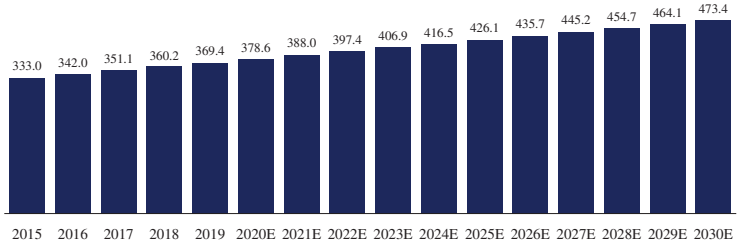
Market Overview

According to Frost and Sullivan, the incidence of China's liver cancer and HCC is much higher than the global average level, accounting for more than half of the world's new cases. The five-year survival rate of registered HCC patients in China was 12.1% compared to 18.4% in the U.S. in 2019. In 2019, the number of HCC cases in China reached 369.4 thousand, which is expected to increase to 416.5 thousand and 473.4 thousand in 2024 and 2030 respectively, at a CAGR of 2.4% and 2.2% respectively. HBV+ HCC patients account for around 85% of HCC patients in China, higher than 20% in the U.S.

Incidence of HCC in China, 2015-2030E

Thousand

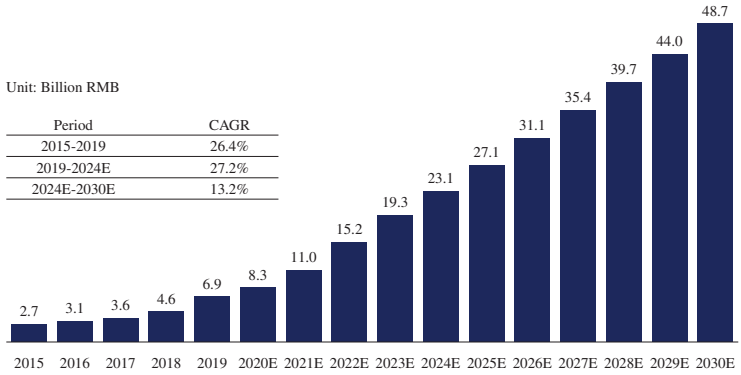
Period	CAGR
2015-2019	2.6%
2019-2024E	2.4%
2024E-2030E	2.2%



Source: Frost & Sullivan Analysis

In 2019, the HCC market in China reached RMB6.9 billion in 2019, which is expected to increase to RMB23.1 billion in 2024 at a CAGR of 27.2% from 2019 and further to RMB48.7 billion in 2030 at a CAGR of 13.2% from 2024.

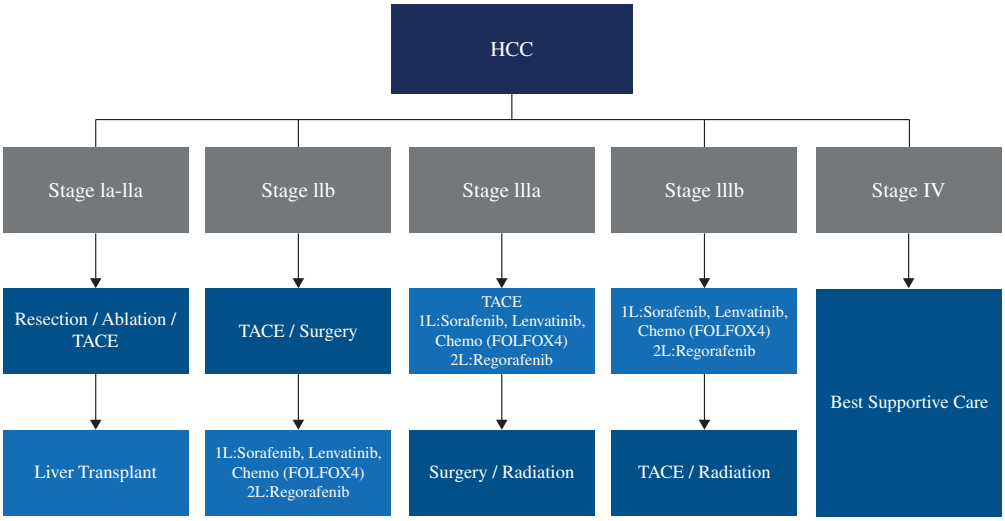
HCC Drug Market Size in China, 2015-2030E



Source: Frost & Sullivan Analysis

Treatment Paradigm

Treatment options for HCC patients are limited in China, especially as patients reach later stages of progression. There are few choices of second-line and subsequent treatments for patients with stage IIIa or stage IIIb HCC, and only supportive care is available for patients at stage IV.



Note: TACE: transarterial chemoembolization; FOLFOX4: infusional fluorouracil, leucovorin and oxaliplatin

Source: Frost & Sullivan Analysis

Though liver cancer is the fourth largest cancer type by incidence in China, the number of treatment options available for HCC patients in China is less than the number of options in the U.S., and the available treatments' mechanisms of action are less advanced in China compared with the U.S. Five new agents have been approved by the FDA in the past three years for the treatment of HCC, including lenvatinib in the first-line setting, and regorafenib, nivolumab, pembrolizumab, ramucirumab and cabozantinib as second-line therapies. These therapies have all been shown to extend overall patient survival and appear to have a reasonable safety profile, among which only regorafenib has been approved in China to treat HCC.

Unmet Medical Needs

There are currently huge unmet clinical needs for the treatment of HCC that require the development of new drugs. The overall survival of HCC patients is relatively low, primarily due to HCC's fast progression. More than half of the patients are diagnosed as having advanced disease, when symptoms first appear. For patients with unresectable or advanced HCC, only 13% survived five years after diagnosis. For patients who have received liver resection, the five-year recurrence and metastasis rate after the resection is as high as 40% to 70%. For patients who have received liver transplantation, there is no cure for recurrence after the transplantation. Due to the poor efficacy of traditional systemic chemotherapy, there may not be drugs available for patients with advanced HCC who are unable to undergo surgery.

Competitive Landscape

As of the Latest Practicable Date, there had been no approved drugs that specifically target HBV+ HCC in China. The majority of the small-molecule targeted therapies approved in China for HCC treatment are VEGFR/PDGFR inhibitors, including lenvatinib, regorafenib and sorafenib. Camrelizumab has been approved as immunotherapy in China.

As of the Latest Practicable Date, there were 44 molecularly targeted therapy drug candidates under clinical development for HCC treatment in China, among which, ATG-008 (onatasertib) is the only mTOR inhibitor and the only drug candidate being developed for HBV+ HCC treatment.

Hepatocellular Carcinoma			
Phase I	**Phase II**	**Phase III**	**Total**
19	13	12	44

Note: Excluding generic drugs and biosimilars

Source: CDE, Frost & Sullivan Analysis

Compared to the other drug candidates, the next-generation mTOR inhibitor has demonstrated improved efficacy profile and broad antitumor activity in treating HCC, and synergistic antitumor effect on multiple tumor types, based on available pre-clinical and clinical trial data. For details, please see "Business — Clinical-Stage Assets — ATG-008 (onatasertib) — Market Opportunity and Competition."

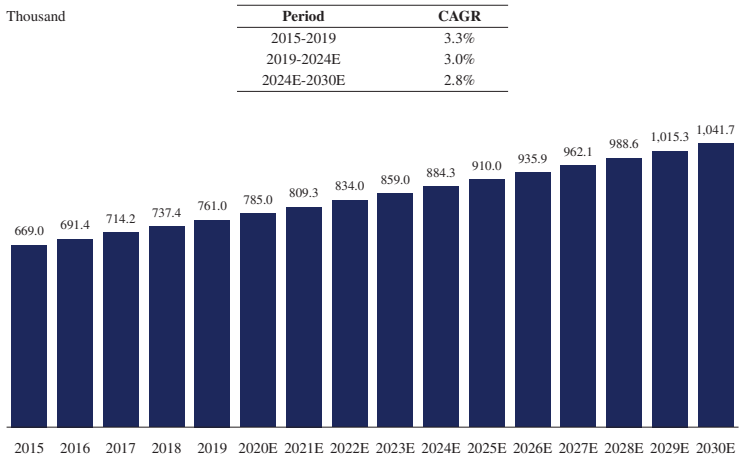
NSCLC

Non-small cell lung cancer (NSCLC) refers to any type of epithelial lung cancer other than small cell lung carcinoma (SCLC). NSCLC accounts for about 85% of all lung cancers. NSCLCs are relatively insensitive to chemotherapy, in comparison with small cell carcinoma. The most common types of NSCLC are squamous cell carcinoma, which is particularly challenging to treat, and large cell carcinoma and adenocarcinoma. The symptoms of NSCLC may include bone pain, nervous system changes, jaundice, lumps near the surface of the skin, coughing up blood, phlegm or mucus, shortness of breath and hoarseness.

Market Overview

NSCLC has a large patient pool in China, and the incidence of NSCLC in China reached 761.0 thousand in 2019. The incidence of NSCLC in China is expected to further increase to 884.3 thousand in 2024, representing a CAGR of 3.0% from 2019, and reach 1041.7 thousand by 2030, representing a CAGR of 2.8% from 2024. RAS/RAF-mutant NSCLC patients account for 35% of the NSCLC patients in China, which is one of the most prevalent lung cancer types in China.

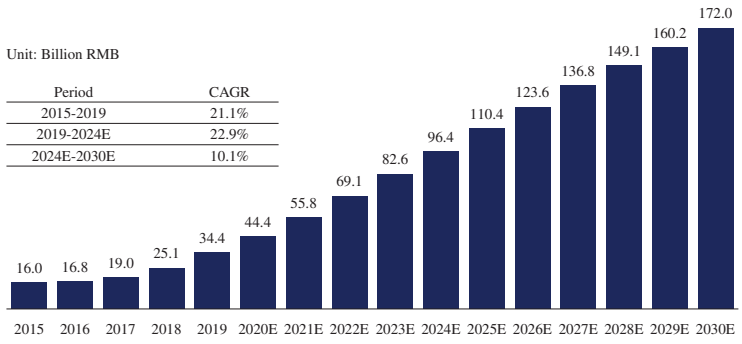
Incidence of NSCLC in China, 2015-2030E



Source: NCCR, Frost & Sullivan Analysis

The market size of NSCLC in China increased from RMB16.0 billion in 2015 to RMB34.4 billion in 2019, representing a CAGR of 21.1%, and it is expected to rapidly increase to RMB96.4 billion in 2024 at a CAGR of 22.9% from 2019, and further increase to RMB172.0 billion in 2030 at a CAGR of 10.1% from 2024.

NSCLC Drug Market Size in China, 2015-2030E



Source: Frost & Sullivan Analysis

Unmet Medical Needs

The unmet medical needs in the current market call for alternative treatment options.

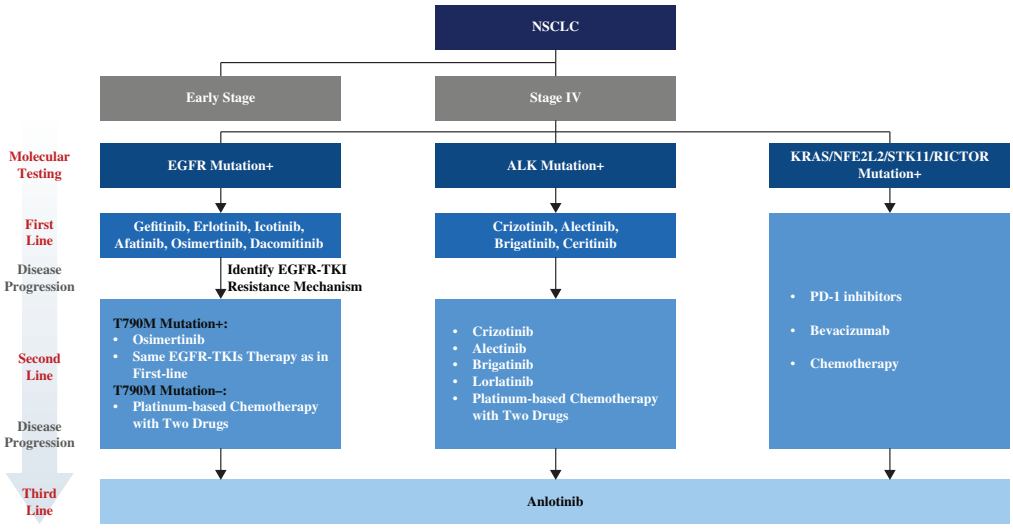
- *Poor survival rate:* In China, the majority of NSCLC patients are diagnosed when their disease is already at late stage, with approximately 17.0% of the patients diagnosed at stage III and 50.0% at stage IV. The five-year survival rate of registered NSCLC patients in China was 15% compared to 24% in the U.S. in 2019.

- *Complexity of different disease sub-types*: NSCLC is associated with a number of different gene mutations. Approximately 39.8% of patients with NSCLC in China have EGFR mutations, and approximately 5.0% have ALK mutations. For EGFR and ALK negative NSCLC patients, there is currently no gene mutation targeted therapy. PD-1 inhibitors, as standard first-line treatment, may cause adverse effects such as colitis, hepatitis, adrenocorticotropic hormone insufficiency, hypothyroidism type 1 diabetes, acute kidney injury and myocarditis.

- *Drug resistance*: The third-generation EGFR TKIs, such as osimertinib, are used globally to treat EGFR mutated NSCLC with TKIs resistance mediated by the T790M mutation. However, subsequent resistance to such EGFR TKIs is a growing clinical challenge with Met+ emerging as the main resistance pathway. A recent study has indicated that around 30% of third-generation EGFR TKIs treated patients are found with Met+.

Treatment Paradigm

There is a lack of treatment options globally for mutations other than EGFR and ALK, such as KRAS, nuclear factor erythroid 2-like 2, serine/threonine kinase 11 and RICTOR amplification. As illustrated in the diagram below, the treatment options available in China for patients with mutations other than EGFR and ALK are limited and only include PD-1 inhibitor, bevacizumab and chemotherapy, representing significant unmet medical needs.



Source: Frost & Sullivan Analysis

Competitive Landscape

As of the Latest Practicable Date, there were eight small-molecule targeted drugs approved for NSCLC treatment in China, and there were 131 small-molecule targeted drug candidates in China under clinical trial for NSCLC treatment in China. As of the same date, there was no mTOR inhibitor or SINE inhibitor for NSCLC treatment under clinical development in China, other than our development of ATG-008 (onatasertib) and ATG-010 (selinexor).

Non small cell lung cancer			
Phase I	**Phase II**	**Phase III**	**Total**
61	31	39	131

Note: Excluding generic drugs and biosimilars

Source: CDE, Frost & Sullivan Analysis

The next-generation mTOR inhibitor has demonstrated improved efficacy profile and broad antitumor activity in treating NSCLC, and synergistic antitumor effect on multiple tumor types, based on available pre-clinical and clinical trial data. For details, please see the section headed "Business — Clinical-Stage Assets — ATG-008 (onatasertib) — Market Opportunity and Competition" in this prospectus. The SINE inhibitor has competitive advantages in the

treatment of NSCLC over other available treatment options, including its novel mechanism of action, improved efficacy, oral administration, reduced dose frequency and potential for combination therapy. For details, please see the section headed "Business — Clinical-Stage Assets — ATG-010 (selinexor) — Market Opportunity and Competition" in this prospectus.

MDS

Myelodysplastic syndromes (MDS, or myelodysplasia) are a group of diseases which all affect, to a greater or lesser extent, the production of normal blood cells in the bone marrow. MDS occurs as a result of a mutation (or change) in one or more of the genes that control blood cell development, which results in the abnormal growth of blood stem cells. The causes of MDS are still unknown, and could include long-term exposure to certain environmental or industrial chemicals, chemotherapy and radiation.

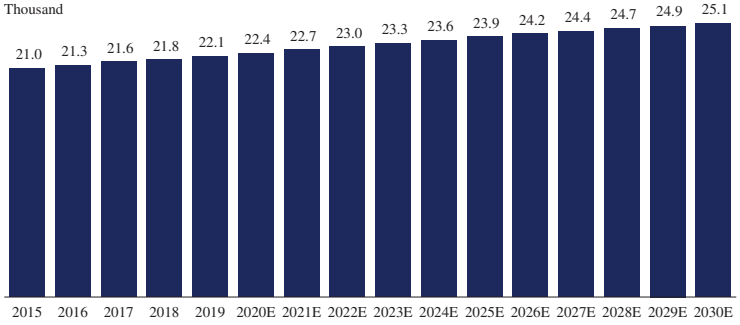
Overall, MDS has an incidence of between four to five per 100,000 population. However, in patients over the age of 60, this incidence rate increases from 20 to 50 per 100,000. It is therefore one of the most common hematological disorders in the elderly.

Market Overview

The number of new cases of MDS in China reached 22.1 thousand in 2019, and is expected to increase to 23.6 thousand in 2024 at a CAGR of 1.3% from 2019, and further increase to 25.1 thousand in 2030 at a CAGR of 1.0% from 2024. The chance of developing MDS may dramatically increase along with the aging span, and due to the aging population, the MDS incidence in China is expected to continue increasing. The five-year survival rate of registered MDS patients in China was 23% compared to 29% in the U.S. in 2019.

MDS Incidence in China, 2015-2030E

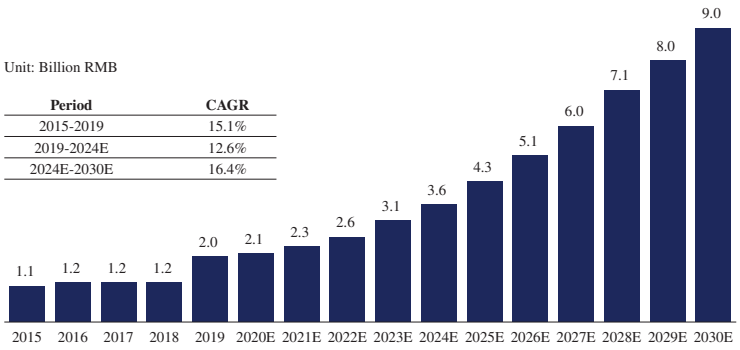
Period	CAGR
2015-2019	1.2%
2019-2024E	1.3%
2024E-2030E	1.0%



Source: Frost & Sullivan Analysis

The MDS drug market in China reached RMB2.0 billion in 2019, and it is expected to increase to RMB3.6 billion in 2024 at a CAGR of 12.6% from 2019, and further increase to RMB9.0 billion in 2030 at a CAGR of 16.4% from 2024.

MDS Drug Market Size in China, 2015-2030E



Source: Frost & Sullivan Analysis

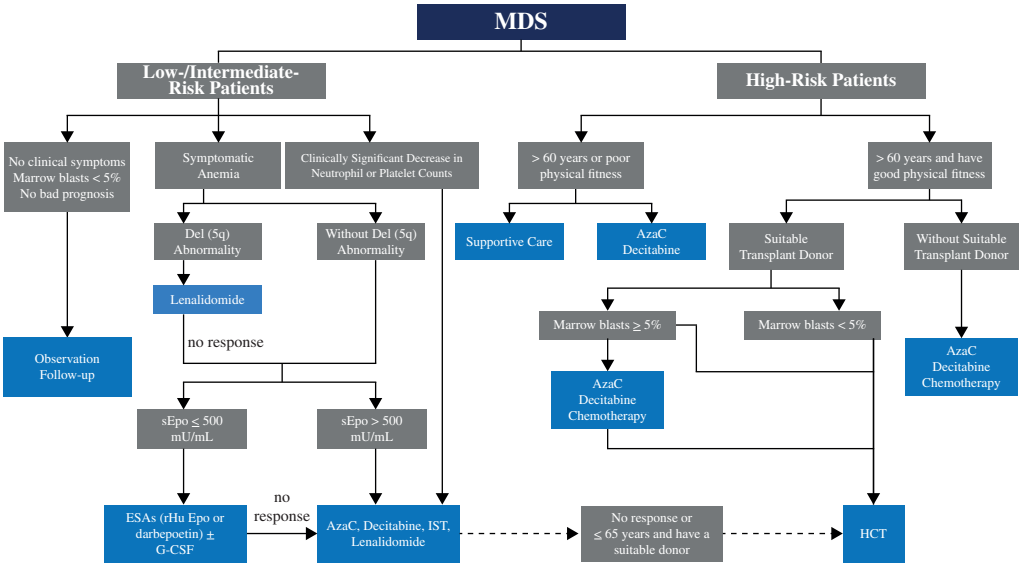
Unmet Medical Needs

There is significant unmet medical need for treatment options after failing first-line therapy, as most of the patients with relapse and elderly patients with MDS may not receive active treatment, due to age-related co-morbidities and functional impartment, as a result of which the therapies will not extend their survival.

Currently, treatment options for high-risk MDS patients are limited, including allogeneic hematopoietic cell transplantation (Allogeneic HCT), intensive chemotherapy, hypomethylating agents (HMAs) and supportive care. Allogeneic HCT requires a matching human leukocyte antigen (HLA), which may not be readily accessible. Intensive chemotherapy is generally effective in acute myeloid leukemia (AML); however it has a lower response rate and durability in high-risk MDS patients. Among HMAs, azacitidine is the only drug that leads to significantly improved OS benefit in high-risk MDS patients, nevertheless, currently, there is no approved therapy for patients that progress post HMA treatment. As such, there is substantial unmet medical need for more novel therapies to improve clinical outcome and tolerability for high-risk MDS patients.

Treatment Paradigm

There is a lack of molecularly targeted therapy drugs in both China and the U.S. Currently available drugs for MDS treatment in China and the U.S. are mainly erythropoiesis-stimulating agents and chemotherapy drugs, including AzaC and decitabine.



Note: IST: Immunosuppressive therapy

Source: Frost & Sullivan Analysis

Competitive Landscape

Currently, there are no marketed small molecule drugs for the treatment of MDS in China.

As of the Latest Practicable Date, there were six molecularly targeted therapy drug candidates in China under clinical development for MDS treatment in China. As of the same date, there was no SINE inhibitor for the treatment of MDS under clinical development in China, other than our development of ATG-016 (eltanexor).

Myelodysplastic Syndromes

Drug Name	Company	Indication	Phase Stage
IBI188	Innovent Biologics	MDS	Phase III
Pevonedistat	Takeda Pharmaceutical	MDS	Phase III
AST-3424	Ascentawits Pharmaceuticals	MDS	Phase II
ICL670	Novartis	MDS	Phase II
Uroacitides	Hefei Yongsheng (Immortality) Pharmaceutical	MDS	Phase II
Azacitidine	Celgene (BMS)	MDS	Phase II

Note: Excluding generic drugs and biosimilars

Source: CDE, Frost & Sullivan Analysis

The SINE assets have competitive advantages in the treatment of MDS over other treatment options, including initial compelling efficacy and safety profile, oral administration and less side effects. For details, please see "Business — Clinical-Stage Assets — ATG-016 (eltanexor) — Market Opportunity and Competition."

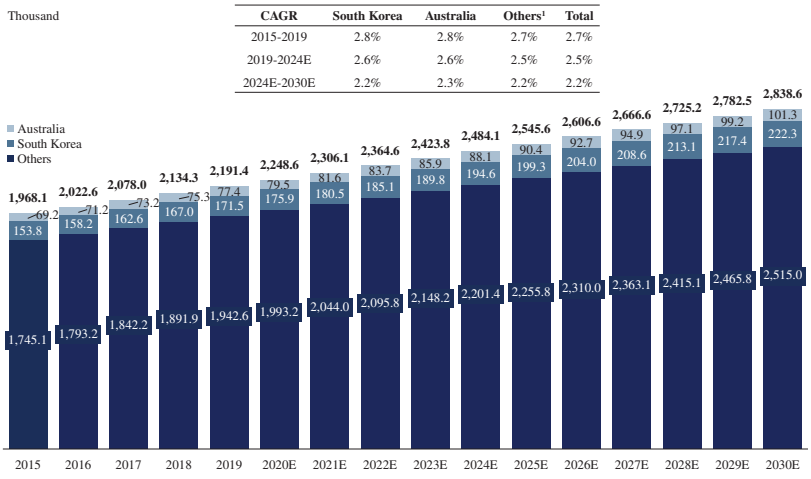
Oncology Drug Market in Selected APAC Regions

The pharmaceutical industry in the selected APAC regions, including for these purposes, Hong Kong, Macao, Taiwan, South East Asia, South Korea and Australia represents tremendous commercial opportunities. The total pharmaceutical market in these countries was US$58.5 billion in 2019, which represented 24.8% of the size of the China pharmaceutical market in the same year. Among such APAC regions, South Korea witnessed the highest growth during the period from 2015 to 2019 at a CAGR of 7.6%. The estimated market size in the selected APAC regions is projected to reach US$114.6 billion in 2030, representing a CAGR of 6.3% from 2019, which is higher than the estimated CAGR of 4.2% of the global pharmaceutical market from 2019 to 2030.

Overview of Oncology Drug Market in Selected APAC Regions

The total cancer incidence in the selected APAC regions increased from 2.0 million in 2015 to 2.2 million in 2019 at a CAGR of 2.7%, and it is expected to increase to 2.5 million in 2024 at a CAGR of 2.5% from 2019 and further to 2.8 million in 2030 at a CAGR of 2.2% from 2024.

Cancer Incidence in Selected APAC Regions (Excluding China), 2015-2030E



Note: Others refer to Hong Kong, Macao, Taiwan and Southeast Asia.

Source: Frost & Sullivan Analysis

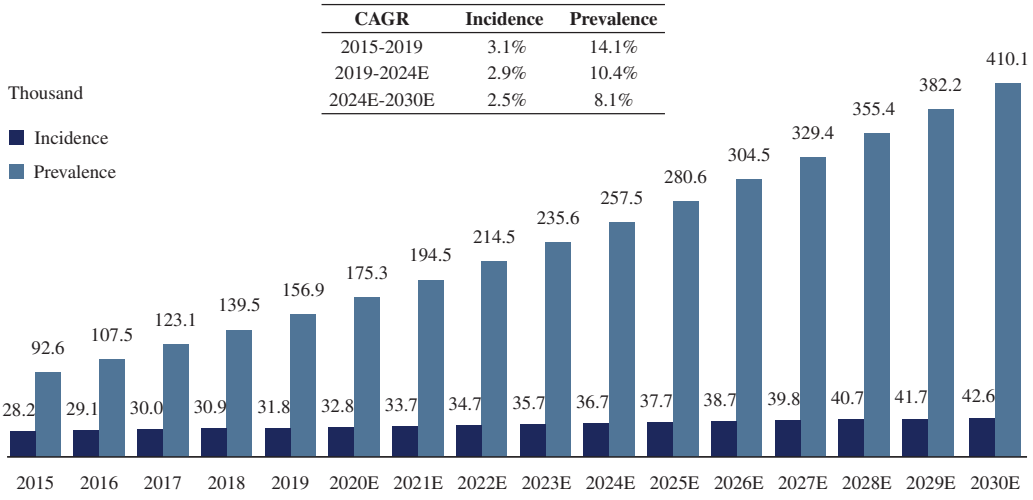
The total oncology drug market in these selected APAC regions was US$7.4 billion in 2019, which was 28.0% of the size of the China oncology market. Among such APAC regions, South Korea witnessed the highest growth during the period from 2015 to 2019 at a CAGR of 7.6%. Driven by growing patient pool, increasing disposable income and accessibility to innovative therapies, the estimated market size is projected to reach US$20.7 billion in 2030, representing a CAGR of 9.8% from 2019 to 2030, which is higher than the respective estimated CAGR of 9.6% of the global oncology market from 2019 to 2030.

Overview of Selected Oncology Indications

MM

The MM incidence reached 31.8 thousand in 2019 in the selected APAC regions, and it is expected to grow to 36.7 thousand in 2024 at a CAGR of 2.9% and further to 42.6 thousand in 2030 at a CAGR of 2.5% from 2024, as illustrated in the chart below. The historical and estimated MM incidence in the selected APAC regions are higher than the respective MM incidence in China over the years from 2015 to 2030. The MM prevalence reached 156.9 thousand in 2019 in the selected APAC regions, and is expected to grow to 257.5 thousand in 2024 at a CAGR of 10.4% and further to 410.1 thousand in 2030 at a CAGR of 8.1% from 2024, as illustrated in the chart below.

Incidence and Prevalence of MM in Selected APAC Regions, 2015-2030E



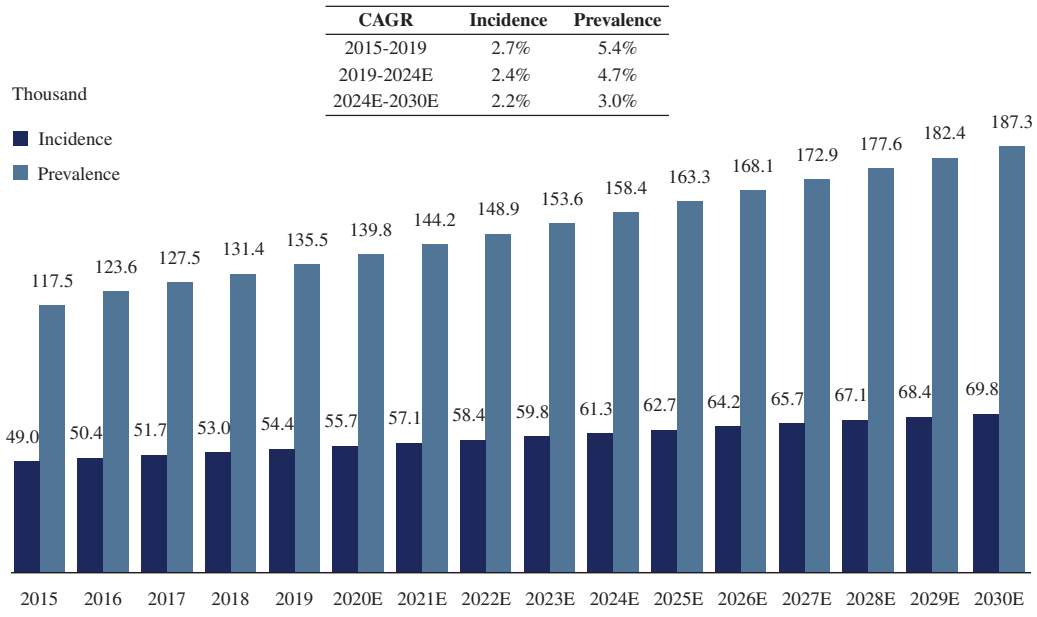
Source: Globocan, Frost & Sullivan Analysis

The growth rate of MM prevalence in the selected APAC regions was substantially higher than that of MM incidence in the same regions from 2015 to 2019, and it is expected to be higher than the growth rate of MM incidence during the five years from 2019 to 2024 and from 2024 to 2030, respectively, primarily attributable to the improved survival rate of the MM patients over the years.

DLBCL

The DLBCL incidence reached 54.4 thousand in 2019 in the selected APAC regions, and it is expected to grow to 61.3 thousand in 2024 at a CAGR of 2.4% and further to 69.8 thousand in 2030 at a CAGR of 2.2% from 2024, as illustrated in the chart below. The DLBCL prevalence reached 135.5 thousand in 2019 in the selected APAC regions, and it is expected to grow to 158.4 thousand in 2024 at a CAGR of 4.7% and further to 187.3 thousand in 2030 at a CAGR of 3.0% from 2024, as illustrated in the chart below.

Incidence and Prevalence of DLBCL in Selected APAC Regions, 2015-2030E



Source: Frost & Sullivan Analysis

The growth rate of DLBCL prevalence in the selected APAC regions was higher than that of DLBCL incidence in the same regions from 2015 to 2019, and it is expected to be higher than the growth rate of the DLBCL incidence during the five years from 2019 to 2024 and from 2024 to 2030, respectively, primarily attributable to the improved survival rate of the MM patients over the years.

Key Growth Drivers

The patient pool is expanding as a result of increasing population, population aging, altering of lifestyle and the increase of other diseases such as obesity.

Cancer treatments are less advanced in selected APAC regions, especially in low- and middle-income regions, primarily because of the lack of access to general and specialized healthcare, diagnostics, and advanced treatment options, such as novel agents, radiation oncology and stem cell transplantation. As a result, the treatment results are relatively poor, which calls for innovative drugs with favorable therapeutic effects that can address the unmet medical needs. Also, races in APAC regions are diverse, which requires new classes of drugs that can meet the medical demands of patients with different genome.

Attributable to the improved regulatory control, pharmaceutical companies are able to introduce overseas novel therapies to the APAC regions. For example, in most of the selected APAC regions, the approval process will be substantially simplified and shortened, as long as the efficacy and safety of the drug candidate have been proven, especially approved by the FDA.

OVERVIEW OF SELECTED THERAPIES

XPO1 Inhibitors

XPO1 inhibitors function by selectively binding to and inhibiting the nuclear export protein exporting (XPO1). They block the nuclear export of tumor suppressors, growth regulators and anti-inflammatory proteins, leading to the accumulation of these proteins in the nucleus and thus enhancing their anti-cancer activity in the cell. The forced nuclear retention of these proteins can counteract a multitude of the oncogenic pathways that, unchecked, allow cancer cells with severe DNA damage to continue to grow and divide in an unrestrained fashion. Compared with normal cells, tumor cells proliferate at an abnormally fast pace and rely much more heavily on XPO1. SINE compounds thus, theoretically, would show anti-cancer potential for a broad spectrum of cancers, and thus will lead to potentially substantial market demand.

XPOVIO® (selinexor) is the first and only XPO1 inhibitor approved globally. It is the only oral therapy that has been approved by the FDA to treat both R/R MM and R/R DLBCL, including DLBCL arising from follicular lymphoma. Currently, only five SINE compounds worldwide are in clinical development, among which, three are primarily being developed for oncology indications such as MDS, prostate cancer, colorectal cancer (CRC), MM, and two are primarily being developed for non-oncology indications such as influenza virus infection and amyotrophic lateral sclerosis. The table below is a summary of the XPO1 inhibitors being approved for marketing or are in clinical development worldwide and in China as of the Latest Practicable Date, and as of the same date, there was no XPO1 inhibitor approved in China.

Global (ex-China) Marketed XPO1 Inhibitor Competitive Landscape

Generic Name	Brand Name	Target	Company	Indication	Approval Date
Selinexor	XPOVIO	XPO1	Karyopharm	R/R MM, R/R DLBCL	2019

Global (ex-China) XPO1 Inhibitor Pipeline

Drug Name	Target	Company	Indication	Phase Stage
Eltanexor	XPO1	Karyopharm	MDS, prostate cancer, CRC, MM	Phase II
Verdinexor	XPO1	Karyopharm	Influenza virus infection	Phase I
BIIB-100	XPO1	Biogen	Amyotrophic Lateral Sclerosis	Phase I
SL-801	XPO1	Stemline, CanBas	Solid Tumor	Phase I

XPO1 Inhibitor Pipeline in China

Drug Name	Target	Company	Indication	Phase Stage
ATG-010*	XPO1	Antengene	R/R MM, R/R DLBCL	Phase II
			R/R NK/T-cell Lymphoma	Phase I

Note: Stemline has acquired worldwide rights from CanBas with the exception of Japan, Korea, Taiwan and China.

** Antengene in-licensed selinexor (ATG-010) from Karyopharm.*

Source: FDA, CDE, Frost & Sullivan Analysis

Few classes of anti-cancer agents have as broad applicability across malignancies as the XPO1 inhibitors. SINE compounds, as a class of XPO1 inhibitors, can be easily combined with existing standard regimens for various malignancies and have been generally well tolerated in clinical trials. Therefore, more R&D activities on expanding the SINE compounds' indications as a single agent or in combination with existing therapies are expected. Additionally, SINE compounds are also being developed for non-oncology diseases such as SLE.

mTOR Inhibitors

mTOR inhibitors are a class of drugs that inhibit the mammalian target of rapamycin (mTOR), which is a serine/threonine-protein kinase that belongs to the family of phosphatidylinositol-3 kinase (PI3K) related kinases. mTOR regulates cellular metabolism, growth, and proliferation by forming and signaling through two key protein complexes, mTORC1 and mTORC2. The deregulated activity of mTOR is involved in many pathophysiological conditions, such as aging, Alzheimer's disease, diabetes, obesity and cancer.

The currently approved mTOR inhibitors represent the first generation of mTOR inhibitors that target only mTORC1. Although they have shown clinical efficacy in a subset of cancer types, they do not fully exploit the potential anti-cancer activity of the mTOR-targeting drugs, to some extent because of their pharmacodynamics. Thus, small molecules that represent the second generation of mTOR inhibitors targeting both mTORC1 and mTORC2 are being developed. Compared with the first generation, the second generation inhibitor can (i) cause down-regulation of mTOR signaling globally and minimizes the feedback activation of PI3K/AKT, (ii) be more potent inhibition of cell growth and proliferation, (iii) be more effective in reducing aerobic glycolysis in tumor cells and (iv) lead to larger reduction of lactate production and higher expression of Glu1, HIF-1α and HIF-2α. As a result, the second generation mTOR inhibitors are potentially more effective in treating cancer and cause less side effects, leading to potentially substantial market demand.

The first generation mTOR inhibitors have been approved for treating advanced renal cell carcinoma, mantle cell lymphoma, breast cancer (BC), neuroendocrine tumor (NET), organ transplant rejection and tuberous sclerosis. No second generation mTOR inhibitor has been approved yet, but they are being developed for solid and hematological malignancies such as breast cancer, DLBCL and NSCLC. The table below is a summary of the second-generation mTORC1/mTORC2 inhibitors approved under development worldwide as of the Latest Practicable Date.

Global (ex-China) 2nd Generation Dual mTORC1/C2 Inhibitor Pipeline

Drug Name	Target	Company	Indication	Phase Stage
Dactolisib	PI3K, mTORC1, mTORC2	Novartis	Clinically Symptomatic Respiratory Illness	Phase III
SF-1126	PI3K, mTORC1, mTORC2	SignalRx	Neuroblastoma, mSquamous Neck Cancer with Occult Primary Squamous Cell Carcinoma	Phase II
PQR309	PI3K, mTORC1, mTORC2	PIQUR	Lymphoma, NHL, Primary Central Nervous System Lymphoma	Phase II
CC-115	DNA-PKcs, mTORC1, mTORC2	Bristol-Myers Squibb	Glioblastoma (GBM)	Phase II
Onatasertib*	mTORC1, mTORC2	Bristol-Myers Squibb/ Antengene	MM, DLBCL, GBM, HCC, NSCLC, NET of Non-Pancreatic Origin, HR-Positive BC	Phase II
Sapanisertib	mTORC1, mTORC2	Takeda	BC, Endometrial Neoplasms	Phase II
BI-860585	mTORC1, mTORC2	Boehringer Ingelheim	Solid Tumor	Phase I

*Note: * Antengene in-licensed onatasertib (ATG-008) from Celgene (BMS).*

Source: FDA, Frost & Sullivan Analysis

The table below is a summary of the second-generation mTORC1/mTORC2 inhibitors under development in China as of the Latest Practicable Date.

2nd Generation mTORC1/C2 Dual Inhibitor Pipeline in China

Drug Name	Target	Company	Indication	Phase Stage
ATG-008*	mTORC1, mTORC2	Antengene	HBV+ Advanced HCC	Phase II
GT0486	mTORC1, mTORC2	Suzhou Kintor	Solid Tumor	Phase I
SCC-31	mTORC1, mTORC2	Shandong Luoxin Pharma	Solid Tumor	Phase I

*Note: *Antengene in-licensed onatasertib (ATG-008) from Celgene (BMS).*

Source: CDE, Frost & Sullivan Analysis

In the past studies, mTOR inhibitors showed significant potential in combination therapeutic strategy, such as with ERK inhibitors, XPO1 inhibitors and I/O therapies. The investigation and development of combination therapies using mTOR inhibitors are expected to be the trend of the development of mTOR inhibitors.

ERK1/2 Inhibitors

The RAS-RAF-MEK-ERK (MAPK) signaling pathway drives cell survival and proliferation. Dysfunction in the MAPK signaling pathway is a major trigger for the development of most cancer types. Inhibition of ERK1/2 prevents the activation of (MAPK)/ ERK-mediated signal transduction pathways. This results in the inhibition of ERK-dependent tumor cell proliferation and survival.

ERK1/2 locates downstream of the MAPK signaling pathway. When abnormalities occur in the MAPK signaling pathway, cell physiology is prone to be impaired or even induce cancers. As the "final manager" of the MAPK signaling pathway, targeted inhibition of ERK1/2 is expected to be used for treating cancers caused by abnormal activation of the MAPK signaling pathway, and may also be effective for patients that are already resistant to other target inhibitors of the MAPK signaling pathway.

While inhibitors of RAF and MEK have been successfully developed and are now commercially available, as of the Latest Practicable Date, no ERK1/2 inhibitor had been approved in China or worldwide, but several inhibitors targeting ERK1/2 have entered the clinical stage. The table below is a summary of the ERK1/2 inhibitors under development worldwide and in China as of the Latest Practicable Date.

Global (ex-China) ERK1/2 Inhibitor Pipeline

Drug Name	Target	Company	Indication	Phase Stage
LTT-462	ERK1/2	Novartis	Melanoma	Phase II
TIC-10	ERK1/2	Oncoceutics	Glioma, Glioblastoma, Endometrial Cancer, Neutropenia	Phase II
Ulixertinib	ERK1/2	Vertex, Biomed Valley	Solid Tumor	Phase II
ASTX-029	ERK1/2	Astex Pharmaceuticals	Solid Tumor	Phase I/II
ASN-007	ERK1/2	Asana BioSciences	Solid Tumor	Phase I
ATG-017 (AZD 0364)*	ERK1/2	Antengene	Solid Tumor, Hematological Malignancy,	Phase I
MK-8353	ERK1/2	Merck Sharp & Dohme Corp.	Solid Tumor	Phase I
LY-3214996	ERK1/2	Eli Lilly and Company	Solid Tumor	Phase I
JSI-1187	ERK1/2	**jsinnopharm**	Solid Tumor	**Phase I**

ERK1/2 Inhibitor Pipeline in China

Drug Name	Target	Company	Indication	Phase Stage
HH-2710	ERK1/2	ShangHai HaiHe	Advanced Tumors, Melanoma, NSCLC, Erdheim-Chester Disease, Other RAS/RAF/MEK/ ERK Mutated Tumors	Phase I
BPI-27336	ERK1/2	Betta	Solid Tumor	Phase I

*Note: *Antengene in-licensed ATG-017 (AZD 0364) from AstraZeneca.*

Source: FDA, CDE, Frost & Sullivan Analysis

PAK4/NAMPT Inhibitors

P21-activated kinase 4 (PAK4) is a member of the PAK family kinases that include six proteins, PAK1-6. PAK4 is a signaling protein regulating numerous fundamental cellular processes, including intracellular transport, cellular division, cell shape and motility, cell survival, immune defense and the development of cancer. NAMPT (Nicotinamide phosphoribosyltransferase; also known as PBEF or Visfatin) is a pleiotropic protein with intra- and extra-cellular functions as an enzyme, cytokine, growth factor, and hormone that can be found in complex with PAK4 in the cell. NAMPT catalyzes pathways that generate nicotinamide adenine dinucleotide, or NAD, which is involved in mitochondrial function, energy metabolism, calcium homeostasis, antioxidation, and paradoxical generation of oxidative stress, gene expression, immunological functions, aging, and cell death. Coinhibition of PAK4 and NAMPT may lead to synergistic anti-tumor effects through energy depletion, inhibition of DNA repair, cell cycle arrest, inhibition of proliferation, and ultimately apoptosis.

As of the Latest Practicable Date, there were no PAK4/NAMPT inhibitors approved for marketing and the table below is a summary of the PAK4/NAMPT inhibitors under development worldwide and in China.

Global (ex-Greater China) PAK4/NAMPT Inhibitor Pipeline

Drug Name	Target	Company	Indication	Phase Stage
KPT-9274	PAK4/NAMPT	Karyopharm	Solid Tumor, NHL	Phase I

PAK4/NAMPT Inhibitor Pipeline in Greater China

Drug Name	Target	Company	Indication	Phase Stage
ATG-019*	PAK4/NAMPT	Antengene	Solid Tumor, NHL	Phase I

*Note: *Antengene in-licensed ATG-019 from Karyopharm.*

Source: FDA, CDE, Frost & Sullivan Analysis

OVERVIEW OF AUTOIMMUNE AND ANTI-INFECTIVE MARKET

Autoimmune and Anti-Infective Markets in China

The autoimmune treatment market in China increased from RMB9.8 billion in 2015 to RMB16.2 billion in 2019 at a CAGR of 13.4%. It is expected to increase rapidly to RMB53.3 billion in 2024 at a CAGR of 26.8% from 2019, and further increase to RMB166.7 billion in 2030 with a CAGR of 20.9% from 2024. The anti-infective treatment market in China increased from RMB195.8 billion in 2015 to RMB225.5 billion in 2019 at a CAGR of 3.6%, and it is expected to increase to RMB260.7 billion in 2024 at a CAGR of 2.9% from 2019, and further increase to RMB310.0 billion in 2030 with a CAGR of 2.9% from 2024.

Autoimmune and Anti-Infective Markets in Selected APAC Regions

The autoimmune treatment market in the selected APAC regions, including for these purposes, Hong Kong, Macao, Taiwan, Southeast Asia, South Korea and Australia, represents tremendous commercial opportunities, which increased from US$4.5 billion in 2015 to US$7.3 billion in 2019 at a CAGR of 13.2%. Driven by the growing demand in the emerging markets in Southeast Asia and the increasing market penetration rate of innovative drugs, it is expected to increase to US$16.5 billion in 2024 at a CAGR of 3.6% from 2019, and further increase to US$23.4 billion in 2030 at a CAGR of 6.1% from 2024. Similarly, the anti-infective treatment market in the selected APAC regions increased steadily from US$6.4 billion in 2015 to US$7.4 billion in 2019 at a CAGR of 3.9%, and it is expected to increase to US$9.0 billion in 2024 at a CAGR of 4.0% from 2019, and further increase to US$11.3 billion in 2030 at a CAGR of 4.0% from 2024.

REPORT COMMISSIONED BY FROST AND SULLIVAN

In connection with the Global Offering, we have engaged Frost & Sullivan to conduct a detailed analysis and to prepare an industry report on the worldwide and China oncology drug markets. Frost & Sullivan is an independent global market research and consulting company founded in 1961 and is based in the United States. Services provided by Frost & Sullivan include market assessments, competitive benchmarking, and strategic and market planning for a variety of industries.

We have included certain information from the Frost & Sullivan Report in this prospectus because we believe such information facilitates an understanding of the oncology drug market for potential investors. Frost & Sullivan prepared its report based on its in-house database, independent third-party reports and publicly available data from reputable industry organizations. Where necessary, Frost & Sullivan contacts companies operating in the industry to gather and synthesize information in relation to the market, prices and other relevant information. Frost & Sullivan believes that the basic assumptions used in preparing the Frost & Sullivan Report, including those used to make future projections, are factual, correct and not misleading. Frost & Sullivan has independently analyzed the information, but the accuracy of the conclusions of its review largely relies on the accuracy of the information collected. Frost & Sullivan research may be affected by the accuracy of these assumptions and the choice of these primary and secondary sources.

We have agreed to pay Frost & Sullivan a fee of RMB550,000 for the preparation of the Frost & Sullivan Report. The payment of such amount was not contingent upon our successful listing or on the content of the Frost & Sullivan Report. Except for the Frost & Sullivan Report, we did not commission any other industry report in connection with the Global Offering. We confirm that after taking reasonable care, there has been no adverse change in the market information since the date of the report prepared by Frost & Sullivan which may qualify, contradict or have an impact on the information set forth in this section in any material respect.

REGULATIONS RELATING TO THE PRC

We are subject to a variety of PRC laws, rules and regulations affecting many aspects of our business. This section sets out a summary of the major relevant laws, regulations, rules and policies which may have material impact on our business and operations.

Drug administration laws and regulations

The PRC Drug Administration Law (《中華人民共和國藥品管理法》) (the "**Drug Administration Law**") as promulgated by the Standing Committee of the National People's Congress, or the SCNPC in 1984, which was subsequently amended and implemented in 2001, 2013, 2015 and 2019, and the Implementing Regulations of the PRC Drug Administration Law (《中華人民共和國藥品管理法實施條例》) as promulgated by the State Council in 2002 (amended in 2016 and 2019) have currently laid down the legal framework for the establishment of pharmaceutical manufacturing enterprises and pharmaceutical trading enterprises and for the administration of pharmaceutical products including the development and manufacturing of new drugs and medicinal preparations by medical institutions. The PRC Drug Administration Law also regulates the packaging, pricing and advertisements of pharmaceutical products in the PRC.

According to the current PRC Drug Administration Law, no pharmaceutical products may be produced in China without a Drug Manufacturing Certificate license. A pharmaceutical manufacturing enterprise must obtain a Drug Manufacturing Certificate from the local drug regulatory department of the province, autonomous region or municipality in order to commence production of pharmaceuticals. Prior to granting such license, the relevant drug regulatory department shall inspect a pharmaceutical manufacturing enterprise as to its compliance with the GMP requirements.

Regulatory Authorities

In the PRC, the National Medical Products Administration, or NMPA is the primary regulatory agency for pharmaceutical products and businesses. The agency was formed from the prior China Food and Drug Administration, or CFDA, in 2018 as part of a government reorganization. Like the CFDA, the NMPA is still the primary drug regulatory agency and implements the same laws, regulations, rules, and guidelines as the CFDA, and it regulates almost all of the key stages of the life-cycle of pharmaceutical products, including nonclinical studies, clinical trials, marketing approvals, manufacturing, advertising and promotion, distribution, and pharmacovigilance (i.e., post-marketing safety reporting obligations). The Center for Drug Evaluation, or CDE, which remains under the NMPA, conducts the technical evaluation of each drug and biologic application to assess safety and efficacy.

The National Health Commission of the People's Republic of China, or NHC (formerly known by the names: the Ministry of Health and National Health and Family Planning Commission), is China's primary healthcare regulatory agency. It is responsible for overseeing the operation of medical institutions, some of which also serve as clinical trial sites. NHC plays a significant role in drug reimbursement.

Certification of Good Laboratory Practice

The NMPA promulgated the Administrative Measures for Good Laboratories Practice of Non-Clinical Laboratory (藥物非臨床研究質量管理規範) in 2003, which were revised on July 27, 2017, and has conducted the Administrative Measures for Good Laboratories Practice of Non-Clinical Laboratory, or GLP Certification since 2003. On April 16, 2007, the NMPA issued the Circular on Measures for Certification of Good Laboratory Practice and for Non-Clinical Laboratory (藥物非臨床研究質量管理規範認證管理辦法), or the NMPA Circular 214, which provides that the NMPA decides whether an institution is qualified for undertaking pharmaceutical non-clinical research upon the evaluation of the institution's organizational administration, its research personnel, its equipment and facilities and its operation and management of non-clinical pharmaceutical projects. If all the requirements are met, a GLP Certification will be issued by the NMPA and the result will be published on the NMPA's website.

Administrative measures for drug registration

The NMPA promulgated the Administrative Measures for Drug Registration (《藥品註冊管理辦法》) (the "**Registration Measures**"), which was implemented on October 1, 2007 and further amended on January 22, 2020. Under the Registration Measures, new drugs generally refer to those drugs that have not been previously marketed in China. In addition, certain marketed drugs may also be treated as new drugs if the type or application method of these drugs has been changed or new therapeutic functions have been added to these drugs.

If all the regulatory requirements are satisfied, the NMPA will grant a New Drug Certificate and a drug registration number (assuming the applicant has a valid Pharmaceutical Manufacturing Permit and the requisite production conditions for the new medicine have been met) with a five-year validity. All pharmaceutical products that are produced in China must bear drug registration numbers issued by the NMPA, with the exception of certain Chinese herbs and Chinese herbal medicines in soluble form. Drug manufacturing enterprises must obtain the drug registration numbers before manufacturing any drug.

In March 2016, the NMPA issued the Reform Plan for Registration Category of Chemical Medicine (《化學藥品註冊分類改革工作方案》), which outlined the reclassifications of drug applications under the Registration Measures. According to the Reform Plan for Registration Category of Chemical Medicine, Category 1 drugs refer to innovative new drugs that have not been marketed anywhere in the world. Improved new drugs that are not marketed anywhere in the world fall into Category 2 drugs. Generic drugs, that have equivalent quality and efficacy to the originator's drugs have been marketed abroad but not yet in China, can be classified as

Category 3 drugs. Generic drugs, that have equivalent quality and efficacy to the originator's drugs and have been marketed in China, fall into Category 4 drugs. Category 5 drugs are drugs which have already been marketed abroad, but are not yet approved in China. Category 1 drugs and Category 5 drugs can be registered through the Domestic New Drug Application and the Imported Drug Application Procedures under the Registration Measures, respectively.

Administrative measures for drug clinical trial registration

Pursuant to the Registration Measures, upon obtaining the approval of the Clinical Trial Application and before conducting new drug clinical trials, the applicant must obtain the approval from the NMPA. According to the Design on Adjusting the Approval Procedures of the Administrative Approval Matters for Certain Drugs (《關於調整部分藥品行政審批事項審批程序的決定》) issued by the NMPA, which took effect on 1 May 2017, the authority of the drug clinical trial approval decision is adjusted to the CDE in the name of the NMPA. The NMPA promulgated the Announcement on Adjusting Evaluation and Approval Procedures for Clinical Trials for Drugs (《關於調整藥物臨床試驗審評審批程序的公告》) on 24 July 2018, according to which, if the applicant does not receive any negative or questioning opinions from the CDE within 60 days after the application is accepted and the fees are paid, the applicant can carry out the clinical trials in accordance with the submitted trial protocol.

The NMPA released the Circular Concerning Several Policies on Drug Registration Review and Approval (《關於藥品註冊審評審批若干政策的公告》) in November 2015, which further clarified the measures and policies regarding simplifying and accelerating the approval process of clinical trials:

- a one-time umbrella approval procedure allowing the overall approval of all phases of a new drug's clinical trials, replacing the current phase-by-phase application and approval procedure, will be adopted for new drugs' clinical trial applications; and

- a fast track drug registration or clinical trial approval pathway for the drugs with urgent clinical need.

Priority Evaluation and Approval Programs to Encourage Innovation

The NMPA has adopted several expedited review and approval mechanisms since 2009 and created additional expedited programs in recent years that are intended to encourage innovation. Applications for these expedited programs can be submitted together with the registration package or after the registration submission is admitted for review by the CDE. The Opinions on Encouraging the Prioritized Evaluation and Approval for Drug Innovation (《關於鼓勵藥品創新實行優先審評審批的意見》) promulgated by the NMPA on December 21, 2017 clarified that fast track CTAs or drug registration pathways will be available to the innovative drugs.

If admitted to one of these expedited programs, an applicant will be entitled to more frequent and timely communication with reviewers at the CDE, expedited review and approval, and more agency resources throughout the review approval process.

NMPA also permits conditional approval of certain medicines based on early phase China clinical trial data or only on foreign approval clinical data. Post-approval the applicant may need to conduct one or more post-market studies. The agency has done this for drugs that meet unmet clinical needs for life-threatening illnesses and also for drugs that treat orphan indications. In 2018, NMPA established a conditional approval program for drugs designated by the CDE that have been approved in the US, EU and Japan within the last 10 years and that meet one of three criteria (1) orphan indications, (2) drugs that treat life threatening illnesses for which there are not effective treatment or preventive methods, and (3) drugs that treat life threatening illnesses and that have a clear clinical advantage over other approved therapies.

GLP

The NMPA promulgated the Administrative Measures for Good Laboratories Practice of Non-Clinical Laboratory (藥物非臨床研究質量管理規範) in 2003, which were revised on July 27, 2017, and has conducted the Administrative Measures for Good Laboratories Practice of Non-Clinical Laboratory, or GLP Certification since 2003. On April 16, 2007, the NMPA issued the Circular on Measures for Certification of Good Laboratory Practice and for Non-Clinical Laboratory (藥物非臨床研究質量管理規範認證管理辦法), or the NMPA Circular 214, which provides that the NMPA decides whether an institution is qualified for undertaking pharmaceutical non-clinical research upon the evaluation of the institution's organizational administration, its research personnel, its equipment and facilities and its operation and management of non-clinical pharmaceutical projects. If all the requirements are met, a GLP Certification will be issued by the NMPA and the result will be published on the NMPA's website.

GCP

The NMPA issued Good Clinical Practice of Pharmaceutical Products (《藥物臨床試驗質量管理規範》) (the "**GCP**") in April 2020, to optimize clinical trials. According to the GCP, the quality management standard of drug clinical trials is the standard regulation of the whole process of clinical trials, including protocol design, organization, implementation, monitoring, auditing, recording, analysis, summarization and reporting.

Marketing Authorization Holder Mechanism

The PRC Drug Administration Law (《中華人民共和國藥品管理法》) promulgated by the SCNPC on April 26, 2019 enacted the Marketing Authorization Holder Mechanism. In accordance with the PRC Drug Administration Law, the holder of a drug registration certificate shall be the Marketing Authorization Holder. The Marketing Authorization Holders may by themselves manufacture and sell drugs or engage pharmaceutical manufacturing enterprise to manufacture drugs and/or pharmaceutical distribution enterprise to sell drugs.

The Marketing Authorization Holders shall be responsible for non-clinical research, clinical trials, manufacturing and business operation, post-marketing research, adverse reaction monitoring and reporting and handling. Marketing Authorization Holders may not engage a pharmaceutical manufacturing enterprise to produce blood products, narcotic drugs, psychotropic drugs, toxic drugs for medical use, and pharmaceutical precursor chemical, except as otherwise stipulated by the drug regulatory department under the State Council.

Where the Marketing Authorization Holder is an overseas enterprise, its designated domestic enterprise shall perform the obligations of the holder of a drug listing license and jointly assume the responsibilities of the holder of a drug listing license.

Administrative protection and monitoring periods for new drugs

According to the Registration Measures, the Implementing Regulations of the Drug Administration Law and the Reform Plan for Registration Category of Chemical Medicine, the NMPA may, for the purpose of protecting public health, provide for an administrative monitoring period of not more than five years for Category 1 new drugs approved to be manufactured, commencing from the date of approval, to continually monitor the safety of those new drugs.

During the monitoring period of a new drug, the NMPA will not accept other applications for new drugs containing the same active ingredient. This renders an actual five-year exclusivity protection for Category 1 new drugs. The only exception is that the NMPA will continue to handle any application if, prior to the commencement of the monitoring period, the NMPA has already approved the applicant's clinical trial for a similar new drug. If such application conforms to the relevant provisions, the NMPA may approve such applicant to manufacture or import the similar new drug during the remainder of the monitoring period.

The Amended Registration Measures, which came into effect in July 2020, omits the provisions that provide for such administrative monitoring period.

International multi-center clinical trials regulations

On January 30, 2015, the CFDA promulgated Notice on Issuing the International Multi-Center Clinical Trial Guidelines (Trial) (《國際多中心藥物臨床試驗指南(試行)》), or the Multi-Center Clinical Trial Guidelines, which took effect as of March 1, 2015, aiming to provide guidance for the regulation of application, implementation and administration of international multi-center clinical trials in China. Pursuant to the Multi-Center Clinical Trial Guidelines, international multi-center clinical trial applicants may simultaneously perform clinical trials in different centers using the same clinical trial protocol. Applicant may make use of the data derived from the international multi-center clinical trials for application to NMPA for approval of an NDA after satisfying certain requirements under the Guidelines. International multi-center clinical trials shall follow international prevailing GCP principles and ethics requirements.

Data derived from international multi-center clinical trials can be used for the NDAs with the NMPA. When using international multi-center clinical trial data to support NDAs in China, applicants shall submit the completed global clinical trial report, statistical analysis report and database, along with relevant supporting data in accordance with ICH-CTD (International Conference on Harmonization-Common Technical Document) content and format requirements; subgroup research results summary and comparative analysis shall also be conducted concurrently. Leveraging the clinical trial data derived from international multi-center clinical trials conducted by our partners, we may avoid unnecessary repetitive clinical trials and thus further accelerate the NDA process in China.

On October 10, 2017, the CFDA released the Decision on Adjusting Items concerning the Administration of Imported Drug Registration (《國家食品藥品監督管理總局關於調整進口藥品註冊管理有關事項的決定》) for public comment, which includes the following key points:

(1) If the International Multicenter Clinical Trial, or IMCCT, of a drug is conducted in China, the IMCCT drug does not need to be approved or entered into either a Phase II or III clinical trial in a foreign country, except for vaccines.

(2) If the IMCCT is conducted in China, the application for drug marketing authorization can be submitted directly after the completion of the IMCCT.

(3) With respect to applications for imported innovative chemical drugs and therapeutic biological products, the marketing authorization in the country or region where the foreign drug manufacturer is located will not be required.

(4) With respect to drug applications that have been accepted before the release of this Decision, if relevant requirements are met, importation permission can be granted if such applications request exemption of clinical trials for the imported drugs based on the data generated from IMCCT.

Acceptance of Foreign Clinical Trial Data

On July 6, 2018, the NMPA issued the Technical Guidance Principles on Accepting Foreign Drug Clinical Trial Data (《接受藥品境外臨床試驗數據的技術指導原則》), or the Guidance Principles, as one of the implementing rules for the Innovation Opinions, which provides that overseas clinical data can be submitted for the drug registrations in China. According to the Guidance Principles, sponsors may use the data of foreign clinical trials to support drug registration in China, provided that sponsors must ensure the authenticity, completeness, accuracy and traceability of foreign clinical trial data and such data must be obtained consistent with the relevant requirements under the Good Clinical Trial Practice (GCP) of the International Conference on Harmonization of Technical Requirements for Registration of Pharmaceuticals for Human Use (ICH). Sponsors must also comply with other relevant sections of the Registration Measures when applying for drug registrations in China using foreign clinical trial data.

Human Genetic Resources Approval

According to the Interim Measures for the Administration of Human Genetic Resources (《人類遺傳資源管理暫行辦法》) which promulgated by the Ministry of Science and Technology and the NHC in 1998, an additional approval is required for any foreign companies or foreign affiliates that conduct trials in China. Prior to entering into a clinical trial agreement and beginning a trial, the parties to a clinical trial (i.e., the foreign sponsor and the Chinese clinical trial site) are required to obtain a human genetic resources, or HGR, approval to collect any biological samples that contain the genetic material of Chinese human subjects from the Ministry of Science and Technology, and any cross-border transfer of the samples or associated data requires additional approval. Furthermore, one of the key review points for the HGR review and approval process is the IP sharing arrangement between Chinese and foreign parties. The parties are required to share patent rights to inventions arising from the samples. Conducting a clinical trial in China without obtaining the relevant HGR preapproval will subject the sponsor and trial site to administrative liability, including confiscation of HGR (samples and associated data), and administrative fines.

The Ministry of Science and Technology promulgated the Service Guide for Administrative Licensing Items concerning Examination and Approval of Sampling, Collecting, Trading or Exporting Human Genetic Resources, or Taking Such Resources out of the PRC (《人類遺傳資源採集、收集、買賣、出口、出境審批行政許可事項服務指南》) in July 2015, according to which, the sampling, collection or research activities of human genetic resources by a foreign-invested sponsor fall within the scope of international cooperation, and the cooperating organization of China shall apply for approval of the China Human Genetic Resources Management Office through the online system. The Ministry of Science and Technology further promulgated the Circular on Optimizing the Administrative Examination and Approval of Human Genetic Resources (《關於優化人類遺傳資源行政審批流程的通知》) in October 2017, which became effective in December 2017 and simplified the approval of sampling and collecting human genetic resources for the purpose of listing a drug in the PRC.

The Regulations of the PRC on the Administration of Human Genetic Resources (《中華人民共和國人類遺傳資源管理條例》), promulgated by the State Council in May 2019 and came into effect in July 2019, further stipulates that in order to obtain marketing authorization for relevant drugs and medical devices in China, no approval is required in international clinical trial cooperation using China's human genetic resources at clinical institutions without export of human genetic resource materials. However, the type, quantity and usage of the human genetic resource to be used shall be filed with the administrative department of science and technology under the State Council before clinical trials.

Permits and licenses for manufacturing of drugs

According to the Drug Administration Law and the Implementing Regulations of the Drug Administration Law, a pharmaceutical manufacturing enterprise must first obtain a Pharmaceutical Manufacturing Permit issued by the relevant pharmaceutical administrative authorities at the provincial level where the enterprise is located. According to the

Implementing Regulations of the Drug Administration Law and the Measures on the Supervision and Administration of the Manufacture of Drugs (《藥品生產監督管理辦法》), promulgated in August 2004, amended in November 2017 and January 2020 and came into effect in July 2020, the drug manufacturing license is valid for five years and shall be renewed at least six months prior to its expiration date upon a re-examination by the relevant authority. In addition, the name, legal representative, registered address and type of the enterprise specified in the drug manufacturing certificate shall be identical to that set forth in the business license as approved and issued by the industrial and commercial administrative department. To the extent the Marketing Authorization Holder does not manufacture the drug but through CDMO, the Marketing Authorization Holder shall apply for drug manufacturing license with the provincial counterpart of the NMPA, subject itself to inspections and other regulatory oversight by the agency.

The Good Manufacturing Practice for Drugs (《藥品生產質量管理規範》) was promulgated in March 1988 and was amended in December 1992 and June 1999 and January 2011, the latest amendment was in June 2020 and will come into effect in October 2020. The Good Manufacturing Practice for Drugs comprises a set of detailed standard guidelines governing the manufacture of drugs, which includes institution and staff qualifications, production premises and facilities, equipment, hygiene conditions, production management, quality controls, product operation, raw material management, maintenance of sales records and management of customer complaints and adverse event reports.

National Reimbursement Drug List

In 2015, the State Council announced the Outline for the Planning of the National Medical and Health Service System (2015-2020) (《全國醫療衛生服務體系規劃綱要(2015-2020年)》) which aims to establish a basic medical and healthcare system that covers both rural and urban citizens by 2020. Participants of the national medical insurance program and their employers, if any, are required to contribute to the insurance program on a monthly basis. Program participants are eligible for full or partial reimbursement of the costs of medicines included in the National Drug Catalog for Basic Medical Insurance, Work-related Injury Insurance and Maternity Insurance (《國家基本醫療保險、工傷保險和生育保險藥品目錄》), or the National Reimbursement Drug List, or the NRDL.

The Ministry of Human Resources and Social Security of the PRC, together with other government authorities, have the power to determine which medicines are listed in the NRDL. Medicines listed in the NRDL are divided into two parts, List A and List B. List A drugs are widely used clinical treatments with good efficacy and lower prices compared to similar drugs. Patients purchasing medicines included in List A of the NRDL shall be reimbursed the purchase price through the basic medical insurance program in full. While List B drugs are clinical treatments with good efficacy and slightly higher prices compared to List A drugs. Patients purchasing medicines included in List B of the NRDL are required to pay a certain percentage of the purchase price and obtain reimbursement for the remainder of the purchase price through the basic medical insurance program.

Other significant PRC regulation affecting our business activities in China

PRC regulation of foreign investment

The establishment, operation and management of corporate entities in China are governed by our Company Law of PRC (《中華人民共和國公司法》) (the "PRC Company Law"), which was promulgated by the Standing Committee of the National People's Congress (the "NPC") in December 1993 and further amended in December 1999, August 2004, October 2005, December 2013 and October 2018, respectively. According to the PRC Company Law, companies are generally classified into two categories: limited liability companies and companies limited by shares. The PRC Company Law also applies to foreign-invested limited liability companies. According to the PRC Company Law, where laws on foreign investment have other stipulations, such stipulations shall prevail.

Investment activities in the PRC by foreign investors are governed by the Guiding Foreign Investment Direction (《指導外商投資方向規定》), which was promulgated by the State Council in February 2002 and came into effect in April 2002, and the Special Administrative Measures for the Access of Foreign Investment (Negative List) (《外商投資准入特別管理措施(負面清單)(2020年版)》 (the "**Negative List**"), which was promulgated by the Ministry of Commerce of the PRC (the "**MOFCOM**") and the National Development and Reform Commission (the "**NDRC**") in June 2020 and came into effect in July 2020. The Negative List sets out the restrictive measures in a unified manner, such as the requirements on shareholding percentages and management, for the access of foreign investments, and the industries that are prohibited for foreign investment. The Negative List covers 12 industries, and any field not falling in the Negative List shall be administered under the principle of equal treatment to domestic and foreign investment.

On March 15, 2019, the National People's Congress, or NPC, promulgated the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》, or FIL, which took effect on January 1, 2020 and replace the Law on Wholly Foreign-owned Enterprises of the PRC (《中華人民共和國外資企業法》), the Law on Sino-foreign Equity Joint Ventures of the PRC (《中華人民共和國中外合資經營法》) and the Law on Sino-foreign Cooperative Joint Ventures of the PRC (《中華人民共和國中外合作經營企業法》). According to FIL, the foreign-invested enterprises shall be entitled to pre-establishment national treatment and shall comply with the special entry administrative measures (as provided in a negative list). FIL provides the free inward and outward transfer of the contributions, profits, capital gains, etc. of the foreign investor within the territory of the PRC in CNY or a foreign currency in accordance with the law and a foreign investment information reporting system, and emphasizes the protection of the intellectual property rights of foreign investors and foreign-invested enterprises.

FIL also provides that the "foreign investment" refers to the investment activities in China carried out directly or indirectly by foreign individuals, enterprises or other organizations ("**Foreign Investors**"), including the following: (1) Foreign Investors establishing foreign-invested enterprises in China alone or collectively with other investors; (2) Foreign Investors acquiring shares, equities, properties or other similar rights of Chinese domestic enterprises;

(3) Foreign Investors investing in new projects in China alone or collectively with other investors; and (4) Foreign Investors investing through other ways prescribed by laws and regulations or the State Council.

In December 2019, the State Council promulgated the Regulations on Implementing the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》), which came into effect in January 2020. The implementation rules further clarified that the state encourages and promotes foreign investment, protects the lawful rights and interests of foreign investors, regulates foreign investment administration, continues to optimize foreign investment environment, and advances a higher-level opening.

In December 2019, the MOFCOM and the SAMR promulgated the Measures on Reporting of Foreign Investment Information (《外商投資信息報告辦法》), which came into effect in January 2020. After the Measures on Reporting of Foreign Investment Information came into effect, the Interim Measures for the Administration of Filing for Establishment and Changes in Foreign Investment Enterprises (《外商投資企業設立及變更備案管理暫行辦法》) have been repealed simultaneously. Since January 1, 2020, for foreign investors carrying out investment activities directly or indirectly in China, the foreign investors or foreign-invested enterprises shall submit investment information to the relevant commerce administrative authorities according to the Measure on Reporting of Foreign Investment Information.

PRC regulation of environment protection

We are subject to Chinese environmental protection laws and regulations promulgated by State and local government concerning environmental protection regarding construction projects; use, discharge and disposal of toxic and hazardous materials; and discharge and disposal of waste water, solid waste and waste gases and industrial noise.

Pursuant to the Chinese Environmental Protection Law (《中華人民共和國環境保護法》) (the "**Environmental Protection Law**") which was promulgated by the SCNPC on and became effective as of December 26, 1989, and amended on April 24, 2014 and came into force on January 1, 2015, all enterprises and institutions which discharge pollutants shall adopt measures to prevent and control pollution and damage to the environment from waste gas, waste water, waste residues, medical waste, dust, malodorous gases, radioactive substances, noise, vibration, ray radiation and electromagnetic radiation generated in the course of production, construction or other activities. The relevant authorities are authorized to impose various types of penalties on the persons or entities in violation of the environmental regulations, including fines, restriction or suspension of operation, shut-down, detention of office-in-charge, etc.

PRC regulation of intellectual property rights

China has made substantial efforts to adopt comprehensive legislation governing intellectual property rights, including patents, trademarks, copyrights and domain names.

Patents

Pursuant to the PRC Patent Law (《中華人民共和國專利法》), most recently amended in December 2008, and its implementation rules, most recently amended in January 2010, patents in China fall into three categories: invention patents, utility model patents and design patents. An invention patent is granted to a new technical solution proposed in respect of a product or method or an improvement of a product or method. A utility model is granted to a new technical solution that is practicable for application and proposed in respect of the shape, structure or a combination of both of a product. A design patent is granted to the new design of a certain product in shape, pattern or a combination of both and in color, shape and pattern combinations aesthetically suitable for industrial application. Under the PRC Patent Law, the term of patent protection starts from the date of application. Patents relating to invention are effective for twenty years, and utility models and designs are effective for ten years from the date of application. The PRC Patent Law adopts the principle of "first-to-file" system, which provides that where more than one person files a patent application for the same invention, a patent will be granted to the person who files the application first.

In China, a patent must have novelty, creativity and practical applicability. Patents in China are filed with the State Intellectual Property Office, or SIPO. Normally, the SIPO publishes an application for an invention patent within 18 months after the filing date, which may be shortened at the request of applicant. The applicant must apply to the SIPO for a substantive examination within three years from the date of application. Patents issued in China are not automatically effective in Hong Kong, Taiwan or Macao, each of which has an independent patent system.

Patent enforcement

Unauthorized use of patents without consent from owners of patents, forgery of the patents belonging to other persons, or engagement in other patent infringement acts, will subject the infringers to infringement liability. Serious offences such as forgery of patents may be subject to criminal penalties.

A patent owner, or an interested party who believes the patent is being infringed, may either file a civil legal suit or file an administrative complaint with the relevant patent administration authority. A PRC court may issue a preliminary injunction upon the patent holder's or an interested party's request before instituting any legal proceedings or during the proceedings. Damages for infringement are calculated as the loss suffered by the patent holder arising from the infringement or the benefit gained by the infringer from the infringement. If it is difficult to ascertain damages in this manner, damages may be determined by using a reasonable multiple of the license fee under a contractual license. Statutory damages may be awarded in the circumstances where the damages cannot be determined by the above-mentioned calculation standards. The damage calculation methods shall be applied in the aforementioned order.

Medical patent compulsory license

According to the PRC Patent Law, for the purpose of public health, the SIPO may grant a compulsory license for manufacturing patented drugs and exporting them to countries or regions covered under relevant international treaties to which PRC has acceded.

Trademark

Pursuant to the Trademark Law of the PRC (《中華人民共和國商標法》) (the "**Trademark Law**"), promulgated by the SCNPC on 23 August 1982, amended on 22 February 1993, 27 October 2001, 30 August 2013 and 23 April 2019 and effective from 1 November 2019, the period of validity for a registered trademark is 10 years, commencing from the date of registration. Upon expiry of the period of validity, the registrant shall go through the formalities for renewal within twelve months prior to the date of expiry as required if the registrant needs to continue to use the trademark. Where the registrant fails to do so, a grace period of six months may be granted. The period of validity for each renewal of registration is 10 years, commencing from the day immediately after the expiry of the preceding period of validity for the trademark. In the absence of a renewal upon expiry, the registered trademark shall be cancelled. Industrial and commercial administrative authorities have the authority to investigate any behavior in infringement of the exclusive right under a registered trademark in accordance with the law. In case of a suspected criminal offence, the case shall be timely referred to a judicial authority and decided according to law.

Regulations relating to employee stock incentive plan

In February 2012, the State Administration of Foreign Exchange (the "**SAFE**") promulgated the Notices on Issues Concerning the Foreign Exchange Administration for Domestic Individuals Participating in Stock Incentive Plans of Overseas Publicly Listed Companies (《國家外匯管理局關於境外上市公司股票激勵計劃的國內個人外匯管理問題的通知》), or the Stock Option Rules, which replaced the Application Procedures of Foreign Exchange Administration for Domestic Individuals Participating in Employee Stock Ownership Plans (《境內個人參與境外上市公司員工持股計劃和認股期權計劃等外匯管理操作規程》) or Stock Option Plans of Overseas Publicly Listed Companies issued by SAFE on March 28, 2007. In accordance with the Stock Option Rules and relevant rules and regulations, PRC citizens or non-PRC citizens residing in China for a continuous period of not less than one year, who participate in any stock incentive plan of an overseas publicly listed company, subject to a few exceptions, are required to register with SAFE through a domestic qualified agent, which could be a PRC subsidiary of such overseas listed company, and complete certain procedures. In addition, the SAT has issued circulars concerning employee share options or restricted shares. Under these circulars, employees working in the PRC who exercise share options, or whose restricted shares vest, will be subject to PRC individual income tax, or the IIT. The PRC subsidiaries of an overseas listed company have obligations to file documents related to employee share options or restricted shares with relevant tax authorities and to withhold IIT of those employees related to their share options or restricted shares. If the

employees fail to pay, or the PRC subsidiaries fail to withhold, their IIT according to relevant laws, rules and regulations, the PRC subsidiaries may face sanctions imposed by the tax authorities or other PRC government authorities.

Regulations relating to dividend distribution

The principal regulations governing distribution of dividends paid by wholly foreign-owned enterprises include:

(1) Company Law of the PRC (1993) (《中華人民共和國公司法(1993年)》), as amended in 1999, 2004, 2005, 2013 and 2018;

(2) Foreign Investment Law of the PRC (《中華人民共和國外商投資法》).

Under these laws and regulations, foreign-invested enterprises in China may pay dividends only out of their accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, a wholly foreign-owned enterprise in China is required to set aside at least 10% of its after-tax profit based on PRC accounting standards each year to its general reserves until the accumulative amount of such reserves reach 50% of its registered capital. A PRC company is not permitted to distribute any profits until any losses from prior fiscal years have been offset. Profits retained from prior fiscal years may be distributed together with distributable profits from the current fiscal year.

Regulations relating to foreign exchange

The principal regulations governing foreign currency exchange in China are the Foreign Exchange Administration Regulations (《外匯管理條例》), most recently amended in August 2008. Under the Foreign Exchange Administration Regulations, payments of current account items, such as profit distributions and trade and service-related foreign exchange transactions can be made in foreign currencies without prior approval from SAFE by complying with certain procedural requirements.

However, approval from or registration with appropriate government authorities is required where RMB is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of foreign currency-denominated loans.

In March 2015, SAFE issued Notice on Reforming the Administrative Approach Regarding the Settlement of Foreign Exchange Capitals of Foreign-invested Enterprises (《國家外匯管理局關於改革外商投資企業外匯資本金結匯管理方式的通知》), or SAFE Circular No. 19, which took effective on June 1, 2015. Although SAFE Circular No. 19 allows for the use of RMB converted from the foreign currency-denominated capital for equity investments in China, the restrictions continue to apply as to foreign-invested enterprises' use of the converted RMB for purposes beyond the business scope, for entrusted loans or for inter-company RMB loans. SAFE promulgated the Notice of the State Administration of Foreign Exchange on Reforming and Standardizing the Foreign Exchange Settlement

Management Policy of Capital Account (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》), or Circular 16, effective on June 9, 2016, which reiterates some of the rules set forth in Circular 19, but changes the prohibition against using RMB capital converted from foreign currency-denominated registered capital of a foreign-invested company to issue RMB entrusted loans to a prohibition against using such capital to issue loans to non-associated enterprises. Violations of SAFE Circular 19 or Circular 16 could result in administrative penalties.

In November 2012, SAFE promulgated the Circular of Further Improving and Adjusting Foreign Exchange Administration Policies on Foreign Direct Investment (《國家外匯管理局關於進一步改進和調整直接投資外匯管理政策的通知》) which substantially amends and simplifies the current foreign exchange procedure. Pursuant to this circular, the opening of various special purpose foreign exchange accounts, the reinvestment of lawful incomes derived by foreign investors in China, and purchase and remittance of foreign exchange as a result of capital reduction, liquidation, early repatriation or share transfer in a foreign-invested enterprise no longer require SAFE approval, and multiple capital accounts for the same entity may be opened in different provinces, which was not possible before. In addition, SAFE promulgated the Circular on Printing and Distributing the Provisions on Foreign Exchange Administration over Domestic Direct Investment by Foreign Investors and the Supporting Documents (《國家外匯管理局關於印發<外國投資者境內直接投資外匯管理規定>及配套文件的通知》) in May 2013, which specifies that the administration by SAFE or its local branches over direct investment by foreign investors in the PRC shall be conducted by way of registration and banks shall process foreign exchange business relating to the direct investment in China based on the registration information provided by SAFE and its branches.

In February 2015, SAFE promulgated the Circular on Further Simplifying and Improving the Policies Concerning Foreign Exchange Control on Direct Investment (《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》), or SAFE Circular No. 13, which took effect on June 1, 2015. SAFE Circular No. 13 delegates the authority to enforce the foreign exchange registration in connection with the inbound and outbound direct investment under relevant SAFE rules to certain banks and therefore further simplifies the foreign exchange registration procedures for inbound and outbound direct investment.

Regulations on Labor

Labor Law and Labor Contract Law

According to the PRC Labor Law (《中華人民共和國勞動法》), which was promulgated by the Standing Committee of the NPC in July 1994 and amended in August 2009 and December 2018 respectively, the PRC Labor Contract Law (《中華人民共和國勞動合同法》), which was promulgated by the Standing Committee of the NPC in June 2007 and amended in December 2012 and came into effect July 2013, and the Implementing Regulations of the Employment Contracts Law of the PRC (《中華人民共和國勞動合同法實施條例》), which was promulgated by the State Council in September 2008, labor contracts in written form shall be executed to establish labor relationships between employers and employees. In addition,

wages cannot be lower than local minimum wage. The employers must establish a system for labor safety and sanitation, strictly abide by State rules and standards, provide education regarding labor safety and sanitation to its employees, provide employees with labor safety and sanitation conditions and necessary protection materials in compliance with State rules, and carry out regular health examinations for employees engaged in work involving occupational hazards.

Social Insurance and Housing Provident Funds

According to the Social Insurance Law of PRC (《中華人民共和國社會保險法》), which was promulgated by the Standing Committee of the NPC in October 2010 and came into effect in July 2011, and further amended in December 2018, and the Interim Regulations on the Collection and Payment of Social Security Funds (《社會保險費徵繳暫行條例》), which was promulgated by the State Council in January 1999 and amended in March 2019, and the Regulations on the Administration of Housing Provident Funds (《住房公積金管理條例》), which was promulgated by the State Council in April 1999 and amended in March 2002 and March 2019, employers are required to contribute, on behalf of their employees, to a number of social security funds, including funds for basic pension insurance, unemployment insurance, basic medical insurance, occupational injury insurance, maternity insurance and to housing provident funds. Any employer who fails to contribute may be fined and ordered to make good the deficit within a stipulated time limit.

Regulations on Enterprise Income Tax

According to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得税法》) promulgated by the NPC in March 2007 and amended in February 2017 and December 2018, and the Implementation Rules of the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得税法實施條例》) promulgated by the State Council in December 2007 and amended in April 2019, other than a few exceptions, the income tax rate for both domestic enterprises and foreign-invested enterprises is 25%. Enterprises are classified as either "resident enterprises" or "non-resident enterprises". Besides enterprises established within the PRC, enterprises established outside China whose "de facto management bodies" are located in China are considered "resident enterprises" and subject to the uniform 25% enterprise income tax rate for their global income. A non-resident enterprise refers to an entity established under foreign law whose "de facto management bodies" are not within the PRC but which have an establishment or place of business in the PRC, or which do not have an establishment or place of business in the PRC but have income sourced within the PRC. An income tax rate of 10% will normally be applicable to dividends declared to non-PRC resident enterprise investors that do not have an establishment or place of business in the PRC, or that have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such dividends are derived from sources within the PRC.

According to the Arrangement Between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and Prevention of Fiscal Evasion with Respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排》) (the "**Double Tax Avoidance Arrangement**") promulgated and came into effect in August 2006, and other applicable PRC laws, if a Hong Kong resident enterprise is determined by the competent PRC tax authority to have satisfied the relevant conditions and requirements under such Double Tax Avoidance Arrangement and other applicable laws, the 10% withholding tax on the dividends the Hong Kong resident enterprise receives from a PRC resident enterprise may be reduced to 5%. However, based on the Circular on Certain Issues with Respect to the Enforcement of Dividend Provisions in Tax Treaties (《關於執行税收協定股息條款有關問題的通知》) which was promulgated by the State Administration of Taxation (the "**STA**") in February 2009, if the relevant PRC tax authorities determine, in their discretion, that a company benefits from such reduced income tax rate due to a structure or arrangement that is primarily tax-driven, such PRC tax authorities may adjust the preferential tax treatment; and based on the Announcement on Certain Issues with Respect to the "Beneficial Owner" in Tax Treaties (《國家税務總局關於税收協定中"受益所有人"有關問題的公告》) which was promulgated by the STA in February 2018 and came into effect in April 2018, if an applicant's business activities do not constitute substantive business activities, it could result in the negative determination of the applicant's status as a "beneficial owner", and consequently, the applicant could be precluded from enjoying the above-mentioned reduced income tax rate of 5% under the Double Tax Avoidance Arrangement.

OTHERS

For jurisdictions other than set out above, the requirements governing the conduct of R&D, drug licensing, pricing and reimbursement vary from country to country. In all cases, the clinical trials must be conducted in accordance with applicable regulatory principles.

OVERVIEW

We are a clinical-stage Asia-Pacific biopharmaceutical company focused on innovative oncology medicines. We distinguish ourselves through our strong R&D capabilities and strategic approach to developing novel oncology therapies. Our vision is to treat patients beyond borders and transform their lives by discovering, developing and commercializing global first-in-class, only-in-class and/or best-in-class therapies.

We are led by an experienced management team with a proven track record in developing and commercializing oncology drugs globally. Our founder and CEO, Jay Mei, M.D., Ph.D., was a clinical research and development executive at Celgene. At Celgene, Dr. Mei was one of the leading members in the clinical development of multiple blockbuster drugs that represent the most significant part of Celgene's portfolio today, including REVLIMID®, which is among the best-selling oncology therapies worldwide, and was also involved in the clinical development of POMALYST®, also one of the best-selling oncology drugs worldwide, and IDHIFA®, a first-in-class drug for the treatment of acute myeloid leukemia. We currently focus on hematology and oncology, the therapeutic areas in which our management team has a strong track record and extensive experience, to bring innovative therapies to patients in the APAC region.

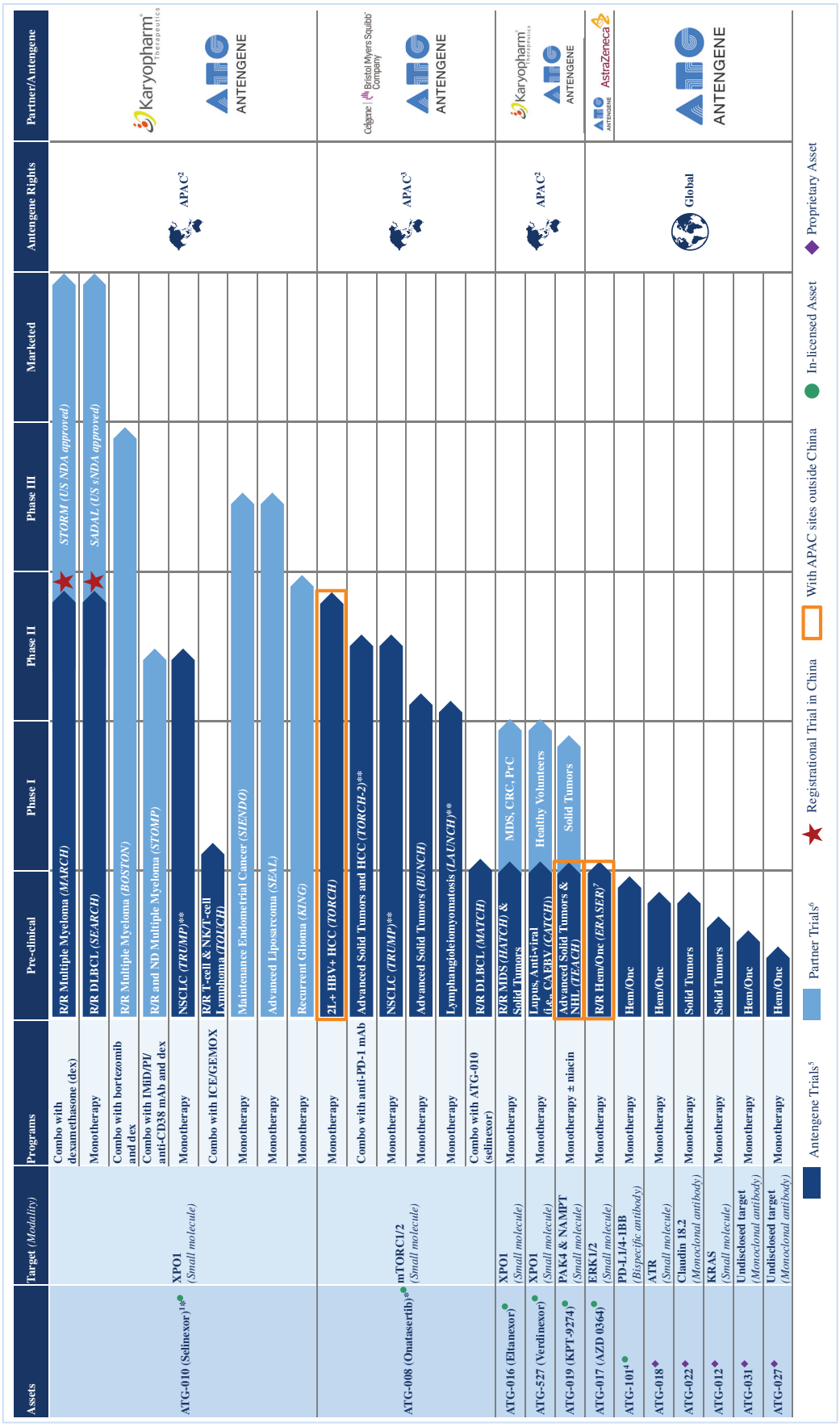
We employ a combinatory and complementary R&D strategy to maximize the potential of our pipeline assets which are synergistic to each other. As an example of our combinatory approach, we are developing ATG-010 (selinexor), an XPO1 inhibitor, in combination with our other pipeline assets. We plan to evaluate ATG-010 (selinexor) in combination with ATG-008 (onatasertib, also known as CC-223), a dual mTORC1/mTORC2 inhibitor in patients with relapsed or refractory (R/R) diffuse large B-cell lymphoma (DLBCL) in China (the MATCH trial) after the completion of the SEARCH trial, a Phase II clinical trial to investigate the safety and efficacy of ATG-010 (selinexor) as a single agent in patients with R/R DLBCL. We believe such combination trial will bring synergistic clinical benefits, given ATG-008 (onatasertib) has demonstrated preliminary clinical activities in patients with DLBCL in a study conducted by Celgene. As an illustration of our complementary approach, we are strategically expanding our clinical development of SINE assets to new indications that are complementary to those being developed by our partner. We are developing ATG-010 (selinexor) for the treatment of high prevalence cancer types in the APAC region with significant unmet medical needs, including T-cell lymphoma and KRAS-mutant non-small cell lung cancer (NSCLC). The majority of our current product candidates were in-licensed and we have devoted significant time and resources in their research and development where we currently have nine ongoing clinical trials (including three investigator-initiated trials) for our in-licensed product candidates. We will continue to expand our pipeline via in-licensing/external partnerships as well as ongoing in-house R&D efforts.

The implementation of our combinatory and complementary R&D approach is empowered by our company-wide cross-functional collaboration and distributed drug development model. We believe our company-wide cross-functional collaborations enables us to identify and mitigate inherent risks early in the development process of our innovative therapies. By utilizing a distributed drug development model, we select the most suitable industry partners, including leading CROs, CDMOs and innovative drug discovery companies, and closely work with them to efficiently and effectively achieve our drug development goals.

Guided by our differentiated drug discovery and development strategy, we successfully identified the potential of the therapeutic selective inhibitor of nuclear export (SINE) compounds. We obtained an exclusive license from Karyopharm, a NASDAQ-listed commercial-stage pharmaceutical company, to develop and commercialize three SINE compounds (ATG-010 (selinexor), ATG-016 (eltanexor) and ATG-527 (verdinexor)) in the APAC region. ATG-010 (selinexor) is a first-in-class and only-in-class SINE compound targeting XPO1, a key nuclear export protein. It is the first and only SINE compound approved by the FDA. ATG-010 (selinexor) is granted conditional accelerated approval for use in the treatment of two hematological malignancies, namely multiple myeloma (MM) and DLBCL and is the only single-agent, orally-available therapy approved for the treatment of patients with R/R DLBCL. These approvals by the FDA, and the demonstrated potential of SINE compounds as backbone therapies in completed and ongoing trials validate our visionary selection of XPO1 as a druggable target and our SINE compounds as a novel class of drugs with wide anti-cancer potential.

By efficiently utilizing our resources, and leveraging our outstanding capability in target selection and differentiated discovery and development strategy, we have established an innovative pipeline of 12 clinical and pre-clinical assets as of the Latest Practicable Date. Both of our two Core Products have a promising post-proof-of-concept clinical and commercial profile, ATG-010 (selinexor) being first-in-class and only-in-class and ATG-008 (onatasertib) being potentially first-in-class. Among our clinical stage assets, we also have two other drug candidates in the validated SINE class, namely ATG-016 (eltanexor) and ATG-527 (verdinexor), which feature differentiated profiles that allow us to target a wide range of indications through both mono-and combination therapies. ATG-019 (KPT-9274) is a potentially first-in-class orally available dual PAK4/NAMPT inhibitor for the treatment of non-Hodgkin lymphoma (NHL) and advanced solid tumors. ATG-017 (AZD0364) is a potent and selective ERK1/2 inhibitor with best-in-class potential for the treatment of various hematological malignancies and solid tumors driven by the aberrant RAS/MAPK pathway.

As of the Latest Practicable Date, we had strategically designed and built a highly selective pipeline of 12 drug assets focused on oncology, including two late-stage clinical assets, four early-stage clinical assets and six pre-clinical stage assets. As of the same date, we had nine ongoing clinical trials (including three investigator-initiated trials) and eight clinical trials planned for initiation, and received nine IND approvals in multiple jurisdictions across the APAC regions. The following chart summarizes our pipeline and the development status of each candidate as of the Latest Practicable Date. For more details of each drug candidate and its development status, see "— Our Pipeline."


Assets
Target (Modality)
Programs
Pre-clinical
Phase I
Phase II
Phase III
Marketed
Antengene Rights
Partner/Antengene
ATG-010 (Selinexor)[1][8]
XPO1 (Small molecule)
Combo with dexamethasone (dex)
R/R Multiple Myeloma (MARCH)
STORM (US NDA approved)
Monotherapy
R/R DLBCL (SEARCH)
SADAL (US sNDA approved)
Combo with bortezomib and dex
R/R Multiple Myeloma (BOSTON)
Combo with IMiD/PI/ anti-CD38 mAb and dex
R/R and ND Multiple Myeloma (STOMP)
APAC[2]
Karyopharm
Monotherapy
NSCLC (TRUMP)[8]*
Combo with ICE/GEMOX
R/R T-cell & NK/T-cell Lymphoma (TOUCH)
ANTENGENE
Monotherapy
Maintenance Endometrial Cancer (SIENDO)
Monotherapy
Advanced Liposarcoma (SEAL)
Monotherapy
Recurrent Glioma (KING)
ATG-008 (Onatasertib)[8]
mTORC1/2 (Small molecule)
Monotherapy
2L+ HBV+ HCC (TORCH)
Combo with anti-PD-1 mAb
Advanced Solid Tumors and HCC (TORCH-2)[8]*
APAC[3]
Celgene | Bristol Myers Squibb Company
Monotherapy
NSCLC (TRUMP)[8]*
ANTENGENE
Monotherapy
Advanced Solid Tumors (BUNCH)
Monotherapy
Lymphangioleiomyomatosis (LAUNCH)[8]*
Combo with ATG-010 (selinexor)
R/R DLBCL (MATCH)
ATG-016 (Eltanexor)
XPO1 (Small molecule)
Monotherapy
R/R MDS (HATCH) & Solid Tumors
MDS, CRC, PrC
APAC[2]
Karyopharm
ATG-527 (Verdinexor)
XPO1 (Small molecule)
Monotherapy
Lupus, Anti-viral (i.e., CAEBV (CATCH))
Healthy Volunteers
ANTENGENE
ATG-019 (KPT-9274)
PAK4 & NAMPT (Small molecule)
Monotherapy ± niacin
Advanced Solid Tumors & NHL (TEACH)
Solid Tumors
ATG-017 (AZD 0364)
ERK1/2 (Small molecule)
Monotherapy
R/R Hem/Onc (ERASER)[7]
ANTENGENE
AstraZeneca
ATG-101[4]
PD-L1/4-1BB (Bispecific antibody)
Monotherapy
Hem/Onc
Global
ATG-018
ATR (Small molecule)
Monotherapy
Hem/Onc
ANTENGENE
ATG-022
Claudin 18.2 (Monoclonal antibody)
Monotherapy
Solid Tumors
ATG-012
KRAS (Small molecule)
Monotherapy
Solid Tumors
ATG-031
Undisclosed target (Monoclonal antibody)
Monotherapy
Hem/Onc
ATG-027
Undisclosed target (Monoclonal antibody)
Monotherapy
Hem/Onc
Antengene Trials[5]
Partner Trials[6]
Registrational Trial in China
With APAC sites outside China
In-licensed Asset
Proprietary Asset

1 *(s)NDA accepted/approved by US FDA and APAC NDA submission expected in 2020-2021*
2 *Antengene has rights for Greater China (mainland China, Hong Kong, Taiwan, Macao), Australia, New Zealand, South Korea, and the ASEAN Countries*
3 *Antengene has rights for Greater China, South Korea, Singapore, Malaysia, Indonesia, Vietnam, Laos, Cambodia, the Philippines, Thailand and Mongolia*
4 *Licensed from Origincell and Antengene has obtained exclusive global rights to develop, commercialize and manufacture ATG-101*
5 *Most advanced trial status in Antengene territories and the trials are responsible by Antengene*
6 *Most advanced trial status in partner territories in the rest of the world. These trials are conducted by our licensing partners and do not belong to Antengene*
7 *We intend to assess the safety and efficacy in a variety of tumor types and hematological malignancies mostly harboring RAS or RAF mutations such as in pancreatic cancer, colorectal cancer and AML*
*** *Core Product*
**** *Investigator-initiated trials*
ND = newly diagnosed

Hem/Onc = hematological malignancies and solid tumors

We aim to become a premier global biotech company with an end-to-end fully integrated platform from discovery to commercialization. To achieve this, we plan to continue to implement our multi-source innovation strategy, apply our de-compartmentalized approach and distributed drug development model and enhance our manufacturing and commercialization capabilities. We will continue to actively expand across the APAC region through clinical development, registration and commercialization of ATG-010 (selinexor) and other assets in countries such as China, Australia and South Korea. We are planning to further expand our clinical development footprint to the U.S. in anticipation that multiple pre-clinical assets will enter into IND stage in the U.S. by 2021.

OUR STRENGTHS

Combinatory and complementary approach in drug discovery and development empowered by strong execution capabilities

Since our inception, we have adopted a differentiated combinatory and complementary R&D approach to build a pipeline of first-in-class, only-in-class and/or best-in-class assets with synergistic profiles. We seek to optimize the drug development process of each of our assets to fully unlock their therapeutic potential and maximize their clinical and commercial value.

Combinatory Approach. Leveraging our management team's deep insights in cancer biology and decades of experience in hematology and oncology, we have built a pipeline that targets multiple mechanisms of action (MoAs) that are key to cancer treatment. We believe that these different pipeline compounds possess significant combination therapy potential with each other to achieve better efficacy and/or safety and/or overcome drug resistance. For example, we plan to evaluate ATG-010 (selinexor), which has been granted conditional accelerated approval by the FDA, in combination with ATG-008 (onatasertib) for the treatment of R/R DLBCL in China (the MATCH trial) after the completion of the SEARCH trial, a Phase II clinical trial to investigate the safety and efficacy of ATG-010 (selinexor) as a single agent in patients with R/R DLBCL. We believe such combination trial will bring synergistic clinical benefits, given ATG-008 (onatasertib) has demonstrated preliminary clinical activities in patients with DLBCL in a study conducted by Celgene. ATG-008 (onatasertib) could also potentially be combined with ATG-017, an ERK1/2 inhibitor, to achieve better anti-cancer effect by the simultaneous inhibition of MAPK/ERK and PI3K/AKT/mTOR pathways to overcome the drug resistance observed in traditional mTORC1 inhibitors. We plan to explore the combination of ATG-017 and our SINE compounds and ATG-019 to overcome the drug-mediated ERK1/2 activation. We are also actively exploring the potential to combine our clinical-stage drug candidates with

standard of care and other therapies to further the benefit to cancer patients. For example, we are assessing ATG-008 (onatasertib) in combination with an anti-PD-1 antibody in patients with advanced solid tumors and HCC and plan to investigate ATG-010 (selinexor) in combination with thalidomide in MM patients in China. We believe our combinatory approach enhances the clinical benefit of our assets and maximizes their commercial potential.

Complementary Approach. Leveraging our deep understanding of the diseases and their treatment paradigms in regional markets, we strategically tailor, design and execute clinical trials to expand the use of our clinical-stage drug candidates in new indications that are complementary to our partners' efforts. For example, while ATG-010 (selinexor) was granted conditional accelerated approval by the FDA for R/R MM and R/R DLBCL, we have identified its potential in other indications with higher prevalence in the APAC region and therefore are currently conducting a Phase Ib trial for the treatment of T-cell and NK/T-cell lymphoma and a Phase II trial for the treatment of KRAS-mutant NSCLC in China. We also plan to conduct a trial of ATG-010 (selinexor) in combination with thalidomide for the treatment of MM in China. Thalidomide continues to be a commonly used medicine for MM in China and we believe that the combination of ATG-010 (selinexor) and thalidomide will provide patients with another efficacious treatment option given the effective antiemetic properties of thalidomide which would counter the nausea and vomiting experienced with ATG-010 (selinexor) treatment. We also plan to develop ATG-016 (eltanexor) for nasopharyngeal carcinoma and ATG-527 (verdinexor) for chronic active Epstein-Barr virus (CAEBV) infection.

Our combinatory and complementary R&D approach is empowered by our strong clinical execution capabilities, differentiated distributed drug development model and company-wide cross-functional collaboration. With our strong expertise in efficient clinical trial design and experience in conducting complex multi-region clinical trials, we exercise rigorous control and oversight over core development strategies and functions to achieve our R&D targets efficiently and effectively while partnering with reputable CROs and CDMOs for day-to-day execution. We also adopt a company-wide de-compartmentalized approach that promotes synergistic cross-functional collaborations, enabling us to identify and mitigate inherent risks early in the development process of our innovative therapies. Our clinical and regulatory teams also have extensive experience in bringing multiple global drug candidates to commercialization in China and other APAC markets.

First-in-class and only-in-class SINE compound with significant near-term commercialization opportunities in the APAC region

ATG-010 (selinexor), or XPOVIO® (selinexor), one of our Core Products, is a first-in-class and only-in-class SINE compound that inhibits the nuclear export protein, XPO1, leading to the accumulation of tumor suppressor proteins in the cell nucleus and selective induction of apoptosis in cancer cells. The FDA granted conditional accelerated approval of XPOVIO® (selinexor) for the treatment of R/R MM based on results from Part 2 of the Phase IIb STORM trial and R/R DLBCL based on results from the Phase IIb SADAL trial. The FDA accepted Karyopharm's supplemental NDA based on results from the confirmatory Phase III BOSTON trial in July 2020 as a treatment for MM patients after at least one prior line of therapy. The

approval of XPOVIO® (selinexor) validates XPO1 as a druggable target, and we believe it also validates the wide anti-cancer potential of our XPO1 inhibiting SINE compounds as a class. According to Frost & Sullivan, there were 101.9 thousand MM patients in China in 2019, which is estimated to increase at a CAGR of 10.4% to reach 167.2 thousand in 2024, representing an estimated market size of RMB14.7 billion in the same year. The DLBCL market in China is also expected to increase steadily. There were 199.1 thousand DLBCL patients in China in 2019, which is estimated to increase at a CAGR of 4.7% to reach 250.5 thousand in 2024, representing an estimated market size of RMB18.6 billion in 2024.

ATG-010 (selinexor) has demonstrated compelling efficacy and a well-defined safety profile manageable by dose modification, both as a single agent and in combination with standard of care. ATG-010 (selinexor) is the first and only FDA-approved drug for use in both R/R MM and R/R DLBCL and the only single-agent, oral therapy approved by the FDA to treat R/R DLBCL. It has also recently been recommended by NCCN guidelines for MM patients who have received at least four therapies and are refractory to at least two proteasome inhibitors, at least two IMiDs and an anti-CD38 mAb; and refractory DLBCL patients who have received at least two lines of systemic therapies (including those with disease progression after stem cell transplant or CAR-T therapy). ATG-010 is orally available with low dosing frequency, which offers convenient drug administration benefits compared to existing therapies and greatly improves treatment adherence. We believe that this unique feature is especially valuable for the treatment of MM and DLBCL because it allows patients to stay on treatment continuously as their survival is prolonged. Therefore, we believe that ATG-010 (selinexor) is well positioned to disrupt the existing treatment paradigm of R/R MM and R/R DLBCL in China and other APAC markets.

R/R MM

Significant unmet medical needs and market potential

We are conducting a registrational trial of ATG-010 (selinexor) for R/R MM in China. We also plan to submit NDAs in certain APAC countries or territories such as Australia, South Korea and Singapore where NDA approval may be obtained without additional trials by 2021. The approval of ATG-010 (selinexor) in the APAC region would address a significant unmet medical need and substantially improve the treatment paradigm for R/R MM patients. Due to a lack of treatment options available, especially in later lines of treatment, the treatment penetration rate and five-year survival rate for MM patients in China are much lower than those of developed countries, according to Frost & Sullivan. Given that MM remains incurable with high relapse and refractory rates and the patients need to be on maintenance therapy for the rest of their lives, the R/R MM market represents a significant and growing portion of the MM market, according to Frost & Sullivan. According to Frost & Sullivan, there were 101.9 thousand MM patients in China in 2019, which is estimated to increase at a CAGR of 10.4% to reach 167.2 thousand in 2024, representing an estimated market size of RMB14.7 billion in the same year. In the APAC region, there were 156.9 thousand MM patients in 2019, which is estimated to increase at a CAGR of 10.4% to reach 257.5 thousand in 2024, according to Frost & Sullivan.

In a penta-refractory setting, XPOVIO® (selinexor) has demonstrated its initial commercial success in the United States and is welcomed by physicians as an innovative therapy that provides clinical benefit to patients. As R/R MM treatment options are relatively limited in the APAC region, we believe that we are well positioned to launch it in earlier lines of treatment in the APAC markets to tap into a larger patient population and achieve rapid market recognition early on. The improved access to lenalidomide and bortezomib opens up the opportunity for the combination of them with ATG-010 (selinexor) and is also expected to increase the overall survival (OS) of R/R MM patients, which translates into even larger market opportunities for ATG-010 (selinexor) after moving it into an earlier line of treatment, according to Frost & Sullivan.

Compelling efficacy and well-defined safety profile both as a single agent and in combination

The registrational STORM study of XPOVIO® (selinexor) in combination with low-dose dexamethasone conducted by Karyopharm, on which the conditional accelerated FDA approval for R/R MM was based, has demonstrated robust and durable responses and favorable safety profile in R/R MM patients that were refractory to at least two proteasome inhibitors, at least two immunomodulatory drugs, and an anti-CD38 mAb treatment. Penta-refractory patients enrolled in the STORM study demonstrated an overall response rate (ORR) of 25.3% and a median OS of 8.6 months. Although not from a head-to-head study, public data shows that the refractory patients with post-daratumumab salvage therapy, after datatumomab discontinuation and substitution to another therapy, have expected survival of less than four months. Given the patients in the STORM study usually had exhausted all of the then-available therapies, we believe the study results, which are similar to those of the treatment of earlier lines, are particularly meaningful in demonstrating the efficacy and safety of XPOVIO® (selinexor).

The confirmatory Phase III BOSTON and Phase Ib/II STOMP studies of XPOVIO® (selinexor) currently reported by Karyopharm demonstrated superior efficacy and a tolerable safety profile of XPOVIO® (selinexor) when combined with low-dose dexamethasone and other standard approved MM agents for the treatment of R/R MM patients. The clinical results of these two studies highlight the importance of XPOVIO® (selinexor) in the treatment paradigm, demonstrating its potential as a backbone of combinatory therapies with other approved MM agents for treatment in earlier lines. Although more MM agents become accessible in China and other markets, we believe that XPOVIO® (selinexor) is well positioned to capture market opportunities in the treatment of MM.

In the Phase III BOSTON study and as of February 18, 2020, the data cut-off date, the median progression-free survival (PFS) rate for patients receiving XPOVIO® (selinexor) in combination with bortezomib and low-dose dexamethasone (SVd arm) was 13.93 months, representing a 47% increase in median PFS as compared to 9.46 months PFS for patients who received bortezomib and low-dose dexamethasone (Vd arm). Patients who received XPOVIO® (selinexor) in combination with bortezomib and low-dose dexamethasone also exhibited a greater ORR of 76.4% as compared to a 62.3% ORR for patients on the comparator arm. Such

superior efficacy was achieved even though there was a 40% and 25% dose reduction in bortezomib and dexamethasone, respectively, in the SVd arm compared with the Vd comparator arm. This dose reduction resulted in a reduced incidence and severity of peripheral neuropathy, compared to using standard dosing of bortezomib and dexamethasone.

The recent published clinical data from the Phase Ib/II STOMP study also demonstrated superior efficacy of XPOVIO® (selinexor) in patients who received it in combination with low-dose dexamethasone and each of the four approved MM agents, namely carfilzomib, daratumumab, pomalidomide and lenalidomide. While the STOMP study does not include comparator arms studying low-dose dexamethasone and a standard approved MM therapy, patients who received XPOVIO® (selinexor) in combination with low-dose dexamethasone and a standard approved MM agent exhibited a significant improvement in ORR in the range of 25% to 48% when compared to other reported data on patients who received low-dose dexamethasone and the standard approved MM agent.

R/R DLBCL

We are conducting a registrational trial of ATG-010 (selinexor) for R/R DLBCL in China. XPOVIO® (selinexor) is the only single-agent oral drug approved by the FDA for R/R DLBCL. The recently completed registrational SADAL study, on which the conditional accelerated FDA approval for R/R DLBCL was based, demonstrated a favorable efficacy and safety profile of XPOVIO® (selinexor) for the treatment of R/R DLBCL patients. Patients enrolled in the SADAL study demonstrated an ORR of 29%, and a DoR of 3 months, 6 months and 12 months for 56%, 38% and 15% of the patients, respectively. The common treatment-related adverse events were generally reversible and manageable with dose modifications and/or standard supportive care. DLBCL is the largest subgroup of lymphoma, yet it lacks therapeutic alternatives in China once the disease becomes refractory to anti-CD20 monoclonal antibodies and chemotherapy. As the only oral drug option, we expect ATG-010 (selinexor) to quickly gain significant market share after its launch. According to Frost & Sullivan, there were 199.1 thousand DLBCL patients in China in 2019, which is estimated to increase at a CAGR of 4.7% to reach 250.5 thousand in 2024, representing an estimated market size of RMB18.6 billion in 2024. In the APAC region, there were 135.5 thousand DLBCL patients in 2019, which is estimated to increase at a CAGR of 4.7% to reach 158.4 thousand in 2024, according to Frost & Sullivan.

With the near-term launches of ATG-010 (selinexor) for R/R MM and R/R DLBCL in multiple countries and regions, we are at the inflection point of commercialization. We plan to submit the NDAs for both R/R MM and R/R DLBCL in China and leverage the data from the clinical trials carried out by Karyopharm to submit the NDA for ATG-010 (selinexor) directly in certain APAC countries or territories where NDA approval may be obtained without additional trials, including Australia, Singapore, Hong Kong, South Korea, Taiwan and Thailand by 2021.

Multiple SINE drug candidates with differentiated profiles and blockbuster potential

As a perfect embodiment of our vision and differentiated R&D approach, we successfully identified and built our pipeline of SINE compounds targeting XPO1, consisting of ATG-010 (selinexor), ATG-016 (eltanexor) and ATG-527 (verdinexor). While over a dozen SINE targets have been studied in the past twenty years, XPO1 is so far the only validated druggable SINE target. We believe that our current SINE portfolio represents a rare combination of first-in-class compounds with proven clinical benefits and a promising commercial profile. Each of our three SINE drug candidates has a differentiated profile which we believe will allow us to fully capture the market opportunity for this unique mechanism of action.

ATG-010 (selinexor). In addition to R/R MM and R/R DLBCL, positive research and data highlight the anti-cancer potential of ATG-010 (selinexor) for a wide range of cancer types, including both solid tumors and hematological malignancies. Late-stage clinical trials are ongoing by Karyopharm for multiple indications, including liposarcoma, recurrent glioblastoma and endometrial cancer. Complementary to these indications, we have initiated Phase Ib trials for R/R peripheral T-cell and NK/T-cell lymphoma in China in combination with ICE/GEMOX. Several investigator-initiated trials are ongoing and planned to explore additional indications such as KRAS-mutant NSCLC. According to Frost & Sullivan, there were 761.0 thousand newly diagnosed NSCLC patients in China in 2019, which is expected to increase at a CAGR of 3.0% to 884.3 thousand in 2024, representing an estimated market size of RMB96.4 billion in 2024.

ATG-016 (eltanexor). As a next-generation SINE compound that has shown initial signs of a broader therapeutic window, ATG-016 (eltanexor) could potentially enable higher dosing frequency and an extended period of exposure at higher levels. As a result, ATG-016 (eltanexor) may be used to target a wider range of indications. Given the encouraging efficacy and manageable safety profile demonstrated in the ongoing Phase I/II trial conducted by Karyopharm, we plan to conduct a Phase I/II clinical study for MDS as a fast-to-market strategy in China. Since there is no effective treatment option after hypomethylating agents, there are significant unmet medical needs for MDS patients. According to Frost & Sullivan, there were 22.1 thousand newly diagnosed MDS patients in China in 2019, which is expected to increase at a CAGR of 1.3% to 23.6 thousand in 2024, representing an estimated market size of RMB3.6 billion in 2024.

We plan to further develop ATG-016 (eltanexor) for more prevalent indications in the APAC region such as KRAS-mutant solid tumors and virus infection related malignancies such as nasopharyngeal carcinoma. According to Frost & Sullivan, there were 524.9 thousand newly diagnosed KRAS-mutant solid tumor patients in China in 2019, which is expected to increase at a CAGR of 2.6% to 595.6 thousand in 2024. In addition, according to Frost & Sullivan, there were 61.5 thousand patients with nasopharyngeal carcinoma in China in 2019, which is expected to increase at a CAGR of 1.4% to 65.9 thousand in 2024.

ATG-527 (verdinexor). As the third SINE asset in our pipeline, we have adopted a distinct development strategy for ATG-527 (verdinexor) to further unlock SINEs' therapeutic potential beyond oncology. Specifically, we plan to develop it as an anti-inflammatory and anti-viral agent to treat systemic lupus erythematosus (SLE) and CAEBV infection. Both developmental paths are complementary to clinical studies conducted by Karyopharm. Due to a lack of treatment innovation for years and the large patient population size, the SLE market represents a significant opportunity. According to Frost & Sullivan, there were 1.03 million SLE patients in China representing an estimated market size of RMB1.6 billion in 2019. Similarly, EBV infection is life-threatening in both acute and chronic settings. Yet there has been no satisfactory treatment for EBV infection, especially for CAEBV infection, indicating a substantial market opportunity.

Robust pipeline of novel assets with first-in-class and/or best-in-class and combinatory potential

In addition to our SINE portfolio, we are developing three other clinical-stage assets and six pre-clinical-stage assets. These pipeline assets are innovative, targeting key oncogenic pathways, tumor microenvironments, tumor-associated antigens and novel immune checkpoints. They also have potential as components of combination therapy.

Clinical-stage assets

ATG-008 (onatasertib). ATG-008 (onatasertib), one of our Core Products, is a second-generation, oral, dual mTORC1/2 inhibitor with first-in-class potential. According to Frost & Sullivan, there are significant opportunities in Asia for an mTORC1/2 inhibitor given the high incidence rate of liver, lung and gastric cancers, with an addressable patient population of over 1.8 million in 2019. Frost & Sullivan estimates the China market size for mTORC1/2 inhibitors to be RMB5.8 billion in 2030. Third-party pre-clinical studies have demonstrated improved efficacy of ATG-008 (onatasertib) in inhibiting the mTOR pathway, as compared to conventional mTOR Complex 1 (mTORC1) inhibitors such as everolimus and sirolimus. Being a dual mTORC1/2 inhibitor, ATG-008 (onatasertib) has the potential to overcome the drawbacks of conventional mTORC1 inhibitors such as the feedback activation of pro-cancerous signaling (i.e., AKT and MAPK/ERK). We are currently developing ATG-008 (onatasertib) both as a monotherapy and in combination with an immune checkpoint inhibitor TUOYI® (toripalimab) for advanced solid tumors, including HCC and NFE2L2-mutant NSCLC. In addition, ATG-008 (onatasertib) has combination potential with SINE compounds as studies have shown the simultaneous inhibition of XPO1 and mTOR signaling enhances anti-cancer effects. We plan to conduct a Phase I/II clinical trial of ATG-010 (selinexor) in combination with ATG-008 (onatasertib) in China for R/R DLBCL. ATG-008 (onatasertib) could also be potentially combined with ATG-017, an ERK1/2 inhibitor, to achieve a better anti-cancer effect by the simultaneous inhibition of MAPK/ERK and PI3K/AKT/mTOR pathways to overcome the drug resistance observed with traditional mTORC1 inhibitors.

ATG-019. ATG-019 is a potentially first-in-class oral dual PAK4/NAMPT inhibitor for the treatment of NHL and advanced solid tumors. According to Frost & Sullivan, there were 90.3 thousand NHL patients in China with a RMB9.3 billion market size in 2019. ATG-019 also has the potential to be combined with anti-PD-1 therapies to treat anti-PD-1 resistant cancers and with ATG-017 to target the PAK4/MEK/ERK/MMP pathway and overcome the NAMPT-induced proliferation through ERK1/2. We are conducting a Phase I clinical trial of ATG-019 in Taiwan in patients with NHL and advanced solid tumors and are planning to conduct clinical trials exploring its combination potential.

ATG-017. ATG-017 is an oral, potent and selective ERK1/2 inhibitor with best-in-class potential for the treatment of various solid tumors and hematological malignancies driven by dysfunctional RAS-MAPK pathway. Compared to other ERK1/2 candidates in development, ATG-017 is more potent and has dual inhibition of catalysis (IoC) as well as prevention of action (PoA) activity with slow off-rate kinetics. According to Frost & Sullivan, there was a 4.7 million addressable patient population of RAS/RAF-mutant cancers on a global basis in 2019. ATG-017 also has the potential to be combined with our SINE compounds, ATG-008 (onatasertib) and ATG-019 to overcome the drug-mediated ERK1/2 activation. We plan to conduct trials for these combinations in the near future.

Pre-clinical stage assets

Leveraging our strong R&D capabilities, we are also internally developing six pre-clinical stage assets, which focus on novel targets or MoAs and hence have first-in-class potential to address significant unmet medical needs. More importantly, these assets target the key oncogenic pathways and are highly synergistic to our pipeline assets, as potential combination therapy counterparts. Below is a selective list of our pre-clinical stage drug candidates, for which we plan to submit the IND applications in Australia, the U.S. and China in the next 12 to 24 months:

ATG-101. ATG-101 is a novel, PD-L1/CD137 (4-1BB) bi-specific antibody being developed for the treatment of hematological malignancies and solid tumors. Pre-clinical research showed that the therapeutic efficacy of ATG-101 was superior to that of the combination of PD-L1 and CD-137 antibodies, which may be attributable to ATG-101's ability to simultaneously bind tumor cells and T cells, leading to a potent tumor-localized T cell activation. Since ATG-101's in-licensing in 2020, we have completed mixed lymphocyte reaction assays, ADCC/CDC assay and affinity assay, and confirmed that the activation of PBMC by ATG-101 is PD-L1 dependent. We are also carrying out CMC-related work and additional in vivo pharmacology, GLP toxicity and translational studies on ATG-101.

ATG-018. ATG-018 is a small molecule inhibitor targeting ataxia telangiectasia and Rad3 related (ATR) kinase being developed for the treatment of hematological malignancies and solid tumors. Since we completed target selection, we have completed the hit generation, lead selection, enzyme activity and in vitro efficacy studies, compound profiling and we are currently conducting in vivo studies on ATG-018.

ATG-022. ATG-022 is a humanized IgG1 monoclonal antibody against human Claudin 18.2 (CLDN18.2) antigen being developed for the treatment of solid tumors. Due to its unique MoA, we believe that ATG-022 has a strong combination potential with our other pipeline assets. By virtue of the high tumor specificity of CLDN18.2, ATG-022 may also serve as the tumor recognition arm of bispecific antibodies. Since we decided on the target, we have completed the antibody discovery, hit generation, in vitro and in vivo testing. We are currently conducting humanization for ATG-022.

ATG-012. ATG-012 is a KRAS G12C inhibitor against KRAS oncoprotein being developed for the treatment of solid tumors. Due to its unique MoA, it has the potential to be combined with many other therapies, including many of our own pipeline assets. Since we selected the target, we have completed target assay validation, and we are currently in the lead optimization phase for ATG-012.

Experienced management team, a high-quality pool of talent, distinguished board members and global blue-chip investors

Experienced management team of seasoned executives who are able to leverage their experience at multinational biopharmaceutical companies and local knowledge to lead us to future success.

Our founder, Dr. Mei, has more than 20 years of industry and academic experience focusing on the clinical R&D of oncology drugs in the United States and China. Dr. Mei has a solid track record as the therapeutic area head at Celgene, responsible for the worldwide clinical development of multiple innovative assets, including REVLIMID®, POMALYST® and IDHIFA®. Additionally, Dr. Mei facilitated the successful registration of REVLIMID® in China under the then-uncertain and evolving regulatory environment. After in-licensing ATG-010 (selinexor) from Karyopharm, he was in constant communication with Karyopharm which successfully obtained the conditional accelerated FDA approval for XPOVIO® (selinexor).

Besides Dr. Mei, other key management members also have strong proven track records in the research, clinical development and commercialization of drugs around the globe as well as in financing and investments. Among them are:

John F. Chin, MBA *Chief Business Officer*	• 30 years of experience in the pharmaceutical industry, including as the former Country General Manager at Celgene China, leading a cross-functional team to support the development, approval and commercialization of Celgene assets in China • His involvement was instrumental in the commercial launch and lifecycle management of REVLIMID®, one of the industry's most successful oncology products globally
Donald Andrew Lung, J.D., MBA *Chief Financial Officer*	• 16 plus years of experience in investment banking and public equities, including at Goldman Sachs and BFAM Partners • Invested across sectors, including in the healthcare and biotech industry at BFAM Partners
Yiteng Liu, M.Sc. *Chief Operating Officer*	• 10 plus years of experience in various capacities at multi-national companies in investment and industry consulting • Led RMB2.5 billion investment in healthcare projects at CITIC Industrial Investment Group Corp., Ltd. while serving as the general manager of the strategic development department at CITIC Senior Living Ltd.
Yijun Yang, Ph.D., Sc.D. *Corporate Vice President, Alliance Management and Clinical Enabling Functions*	• 20 years of experience in the pharmaceutical industry and held positions at Harvard University and multiple global pharmaceutical companies • Participated in the clinical development approvals of multiple therapeutics, including INCIVEK® (telaprevir), TORISEL® (temsirolimus) and KANUMA® (sebelipase alfa)

Zhinuan Yu, Ph.D. *Corporate Vice President, Biometrics & Regulatory Enabling Functions*	• 20 plus years of experience in the pharmaceutical industry and led the statistical support at Celgene for multiple high-priority programs, including thalidomide, lenalidomide, pomalidomide and bb2121 (CAR-T) • Received John W. Jackson Leadership Award, the highest individual recognition bestowed by Celgene
Thomas Karalis, B.Sc. *Corporate Vice President, Head of Asia Pacific Region*	• 30 plus years of experience in the pharmaceutical industry, including as the former General Manager for Celgene East Asia and Vice President & General Manager for Celgene Australia and New Zealand • During his tenure at Celgene, multiple regulatory and reimbursement milestones were achieved for core products in APAC markets leading to successful launches of REVLIMID® (lenalidomide), POMALYST® (pomalidomide) and ABRAXANE® (paclitaxel protein-bound particles for injectable suspension)
Bo Shan, Ph.D. *Corporate Vice President, Discovery, Early Development and CMC*	• 15 plus years of experience in R&D and manufacturing in the pharmaceutical industry • Led and managed chemical, manufacturing and control (CMC) programs resulting in multiple NDA and ANDA filings • Previously oversaw the construction and validation of Ascletis Pharma's Shaoxing production facility as well as production, quality, sourcing, EHS and engineering departments

Shimin Sun, M.D., MPH *Corporate Vice President, Head of Clinical Operations*	• Nearly 20 years of clinical development and clinical trial operations experience in different disease areas, especially in oncology and infectious diseases • Participated, managed and led over 70 clinical trials across Phase I to Phase IV • Involved in many important China registration projects, including HERCEPTIN®, PEGASYS®, PEGINTRON®, TARCEVA® and first rituximab biosimilar product in China
Dirk Hoenemann, M.D. *Vice President, Head of Medical Affairs in Asia Pacific Region & Early Clinical Development*	• 20 plus years of experience in clinical research, translational medicine, academia, and the pharmaceutical industry • Published numerous journals and articles in relation to first-in-human initiatives with novel antibody formats in hematological malignancies and solid tumors • Made substantial contributions to CAR-T study targeting Lewis-Y antigen

We have a growing pool of high-quality talent to support our seasoned management team in achieving our mission to treat patients beyond borders with innovative and differentiated therapies. As of the Latest Practicable Date, we had a total of 108 employees, many of whom have working experience in multinational pharmaceutical companies. More than 60% of our employees have a post-graduate degree with close to 40% of such employees having a Ph.D. and/or M.D. degree. Our R&D efforts are also supported by a scientific advisory board with reputable KOLs in the pharmaceutical industry. Members of our scientific advisory board include: Jeffrey Barrett, senior advisor to the CEO at the Critical Path Institute; Joseph Camardo, head of Medical Affairs at ADC Therapeutics; Robert Gale, chief editor of Leukemia and visiting professor at Imperial College London; Shaji Kumar, chair of Myeloma, Amyloid, and Dysproteinemia Group and medical director of Cancer Center Clinical Research at Mayo Clinic; Thierry Facon, professor of Hematology Department at Lille University Hospital and Timothy Block, co-founder and president of Baruch S. Blumberg Institute and Hepatitis B Foundation.

Since our establishment, we have received investments from industry-leading investors, including strategic investors Celgene, WuXi AppTec and Tigermed and financial investors such as Fidelity, Blackrock, GIC, Hillhouse, Boyu Capital, FountainVest Partners, Qiming Venture Partners and Taikang. This blue-chip investor base is a testament to our vision and capabilities. We also benefited from having Mark Alles, the former Chairman and CEO of Celgene, who serves as an independent director and chairman of the nomination committee of our Board to provide strategic advice and guidance.

OUR STRATEGIES

Advance the development and commercialization of ATG-010 (selinexor) in China and other APAC markets

We are currently conducting three Phase II clinical trials of ATG-010 (selinexor), including two registrational trials in China in patients with R/R MM and R/R DLBCL. To expedite the commercialization of ATG-010 (selinexor) in the APAC region, we are planning the NDA submissions in China, Australia, Hong Kong, and certain other APAC markets by 2021 and the commercial launch of ATG-010 (selinexor) in China and certain other APAC markets after receiving the NDA approval. We are actively exploring ATG-010 (selinexor)'s considerable potential in treating other indications. Recognizing the significant market potential in T-cell lymphoma and KRAS-mutant NSCLC and ATG-010 (selinexor)'s potentially favorable safety profile, we are developing ATG-010 (selinexor) as a novel therapy for the treatment of these indications. We submitted an IND application for a Phase Ib clinical study of ATG-010 (selinexor) in combination with chemotherapy for the treatment of R/R T-cell lymphoma and NK/T-cell lymphoma to the NMPA in October 2019, and received the approval to conduct the trial in January 2020. Enrollment for this trial has commenced in August 2020. In addition, a Phase II investigator initiated study of ATG-010 (selinexor) as a single agent for KRAS-mutant NSCLC had its first patient dosed in May 2020. Following the results of the Phase Ib and Phase II studies, we may join Karyopharm on its global clinical trials and leverage data from the global trials to seek registrations in the APAC region. We may also consider initiating clinical studies of ATG-010 (selinexor) in combination with selected biologic therapies to optimize other cancer treatments.

We are also expanding our commercial team to support the initial launch of ATG-010 (selinexor) upon receiving approval from the NMPA and other regulatory authorities in certain APAC markets. We expect to expand commercialization capabilities in phases, where we have already set up a leadership team for the commercial launch for the R/R MM market and we will start with a team of around 100 full-time sales representatives for the first one to two years after launch and expand it to around 150 to 200 full-time sales representatives once ATG-010 (selinexor) is included in the national reimbursement drug list (NRDL) in China. We expect our sales force to initially cover about 100 leading hospitals in China. For the other APAC markets, including Hong Kong, Taiwan, South Korea and Australia, we plan to build a commercial team of around 50 people next year in preparation for the potential launch of ATG-010 (selinexor). As additional indications or products, such as ATG-010 (selinexor) for R/R DLBCL in China, are approved and subsequently launched from our pipeline, we will continue to expand our

commercial team. Together with our sales force in China, our commercialization team will be composed of leaders from multi-national and domestic pharmaceutical companies with rich global and regional commercial experience as well as local field force who have in-depth understanding of the dynamics of each local MM and DLBCL market.

Our commercialization efforts will be led by Lixin Yu in China and by Thomas Karalis for the other APAC markets with strategic oversight by John F. Chin for all markets. Mr. Yu is our director of sales and marketing, and he has more than 20 years of experience in the launch and commercialization, sales and marketing of hematology and oncology drugs. As we prepare for the commercial launches, we have launched early access programs for cancer patients that have exhausted current treatment options across many APAC markets. In addition, we are in the process of conducting market research, refining the marketing and market access plans, holding advisory board meetings with KOLs to gauge their understanding of the ATG-010 (selinexor) scientific data. We are also working with our partner, Karyopharm, to launch international KOL initiatives to further develop ATG-010 (selinexor) across various cancers.

Advance the development of our SINE portfolio and other pipeline assets

Besides ATG-010 (selinexor), we will continue to develop our other two clinical-stage SINE candidates, namely ATG-016 (eltanexor) and ATG-527 (verdinexor) in multiple therapeutic areas. We plan to conduct a Phase I/II clinical trial for ATG-016 (eltanexor) for the treatment of HR-MDS after failure of HMAs-based therapy in China and have submitted the IND with the NMPA in August 2020. We also plan to conduct a double-blind, placebo-controlled Phase I study to investigate the safety, PK and efficacy of ATG-527 (verdinexor) monotherapy in patients with CAEBV infection. The trial is designed to enroll approximately 40 patients for dose escalation and 20 patients for dose expansion.

We will also continue to develop our other clinical-stage assets, including ATG-008 (onatasertib), ATG-019 and ATG-017. As one of our core products, ATG-008 (onatasertib) has multiple trials ongoing, including Phase II clinical trials to assess the safety and efficacy of ATG-008 (onatasertib) as a mono-or combination therapy for hepatitis B virus positive (HBV+) hepatocellular carcinoma (HCC) and NSCLC with certain biomarkers. In addition, our IND application to the NMPA for a Phase II basket trial to assess ATG-008 (onatasertib) in certain biomarker-driven solid tumors was approved in July 2020. For ATG-019, we are conducting a Phase I clinical trial in Taiwan for advanced solid tumors and NHL. We expect to expand our clinical efforts on ATG-019 to more indications such as a combination treatment with anti-PD-1 therapies for resistant solid tumors. For ATG-017, we are conducting a multi-center, open-label Phase I study in Australia as a monotherapy in patients with solid tumors or hematological malignancies carrying certain gene mutations.

For more details, please see "— Our Pipeline."

Continue to execute our multi-source model to build a broad and deep innovative portfolio

We will continue to implement our multi-source model of external collaboration and internal discovery to build up a pipeline focusing on the key oncogenic pathways, tumor microenvironment and tumor-associated antigens. Leveraging our clinical and commercial teams in place across the APAC region, we will continue to expand our NDA/commercial stage pipeline assets via in-licensing and external partnership. We also intend to continue implementing our complementary approach to develop the in-licensed assets for additional indications to maximize their commercial potential. In the next 12-24 months, we expect multiple data readouts from our ongoing clinical studies with additional assets and indications moving into the registrational stage. We also plan to leverage our in-house discovery capabilities to identify and develop compounds that are synergistic with our existing pipeline. In the next 12-36 months, we expect to advance six in-house discovered novel assets into the IND stage. Our pipeline expansion plan depends on the continued enhancement of our in-house R&D capabilities. We plan to further expand our in-house R&D team both in the United States and China. As of the Latest Practicable Date, we had 53 members in our R&D team, and we plan to expand the R&D team to over 100 members by 2023. We opened our drug discovery center in Zhangjiang High-tech Park of Shanghai in October 2020, and it is expected to be staffed by more than 30 scientists focusing on research in the future.

We will also keep on leveraging our distributed drug development model to optimize the effectiveness and efficiency of our drug development efforts by selecting the most suitable partners. We plan to expand our industry collaboration network by not only partnering with leading CROs, CDMOs and medical centers but also academic institutions and other biotech companies with novel technology platforms.

Continue to develop manufacturing and commercialization capabilities

We believe that robust manufacturing and commercialization capabilities will create synergies and enhance efficiencies which will prepare us for the launch of our drug assets across the APAC markets and drive our future growth. We are in the process of building in-house manufacturing facilities to support the anticipated launch of ATG-010 (selinexor). The manufacturing site is expected to be an approximately 16,300 m^2 GMP-compliant facility for commercial-scale packaging and production in Shaoxing, China. The construction of the Shaoxing facility will be conducted in two phases. The building has already been constructed and we expect to build a GMP-compliant packaging line for ATG-010 (selinexor) by the end of 2020 and build a GMP-compliant pilot and production line for solid dose drug products in 2021.

Our core commercialization strategy is to leverage our own experienced commercial team to drive the penetration of our products, including the soon-to-be launched ATG-010 (selinexor). To achieve this, we will continue to expand our commercial team with industry veterans from both global multinational and domestic companies experienced in hematology and oncology products that are supported by local field force with in-depth understanding of

dynamics of each market. In the near term, our commercial team will focus on covering the major hospitals and medical centers in China. We are also expanding our commercial team in other APAC markets including Hong Kong, Taiwan, South Korea, Australia and ASEAN countries.

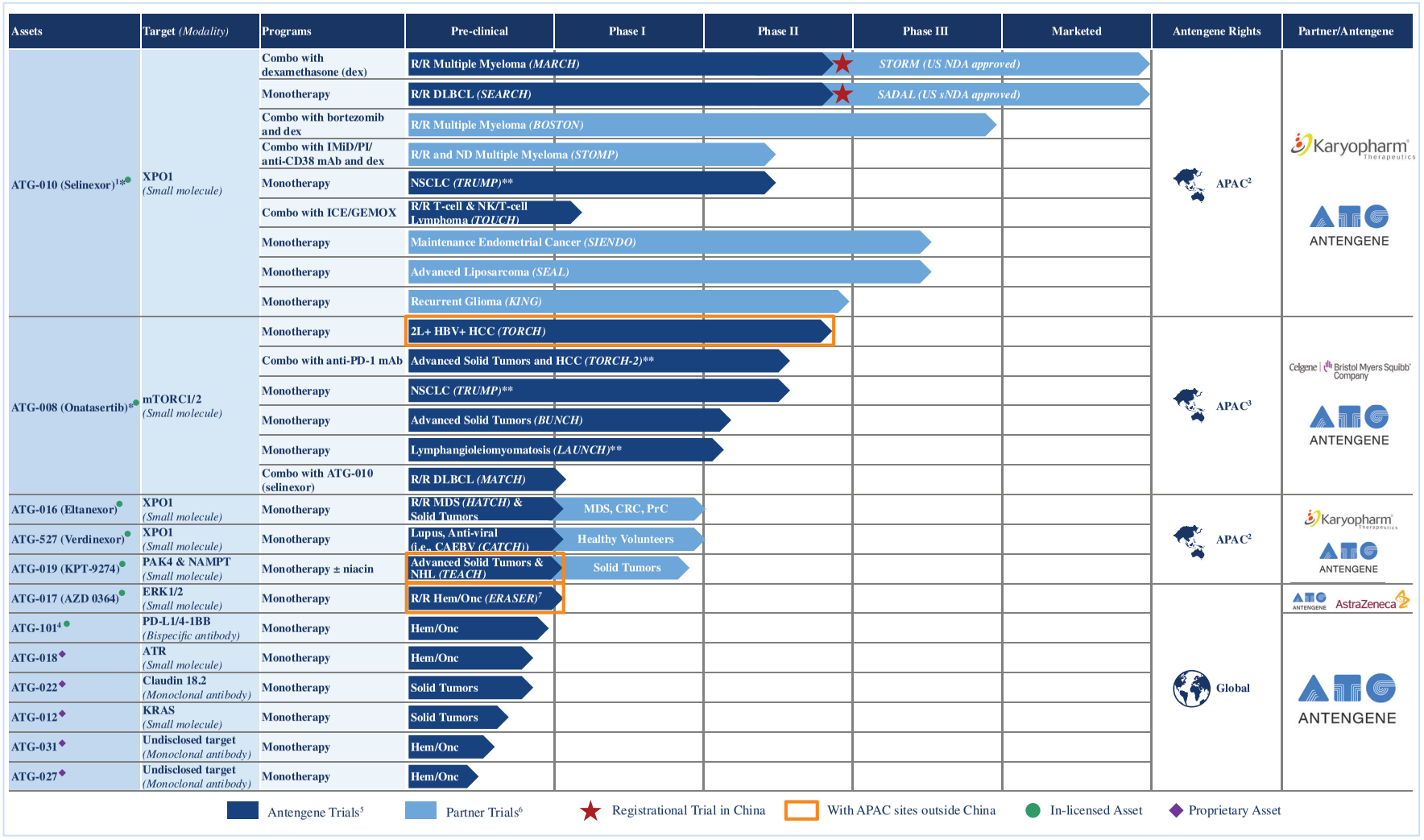
Further strengthen a pan-APAC biotech franchise and expand our global presence

In the past three years, we established solid discovery infrastructure and clinical development capabilities in the APAC region including China and Australia. To fast-track the strengthening of our pan-APAC platform, we intend to focus on shortening the commercialization process and increasing patient access by selectively initiating registration and registrational clinical trials in the APAC region such as Australia and South Korea. We intend to file the NDA for ATG-010 (selinexor) in Australia, Singapore, Hong Kong, South Korea, Taiwan and Thailand by 2021, among which we expect to receive the first approval in 2021. To support the expected product launches after ATG-010 (selinexor)'s approval in major APAC countries and regions in the coming two years, we plan to develop tailored marketing plans by working closely with local physicians and organizations such as Korea Multiple Myeloma Working Group, the Asia Myeloma Network and the Myeloma Australia Scientific Advisory Group. In addition, our clinical capabilities in Australia will enable us to initiate first-in-human studies in Australia for our early-stage novel assets to accelerate global clinical development.

Empowered by our extensive experience and expertise in drug R&D and commercialization globally, we are also actively seeking to expand our global presence by bringing to the global market our potentially first-in-class or only-in-class assets of which we own global rights. Therefore, besides continuing to enhance our full-fledged clinical development team in the APAC region, we are planning to further expand our clinical development footprint to the U.S. in anticipation that multiple pre-clinical assets will enter into IND stage in the U.S. by 2021. For each of such assets, we customize the clinical development plan for it based on target indications and future commercialization blueprint.

OUR PIPELINE

As of the Latest Practicable Date, we had strategically designed and built a highly selective pipeline of 12 drug assets focused on oncology, including two late-stage clinical assets, four early-stage clinical assets and six pre-clinical stage assets. As of the same date, we had nine ongoing clinical trials and eight clinical trials planned for initiation, and received nine IND approvals in multiple jurisdictions across the APAC regions. The following table summarizes our pipeline and the status of each asset as of the Latest Practicable Date:


Assets
Target (Modality)
Programs
Pre-clinical
Phase I
Phase II
Phase III
Marketed
Antengene Rights
Partner/Antengene
ATG-010 (Selinexor)[1]*
XPO1 (Small molecule)
Combo with dexamethasone (dex)
R/R Multiple Myeloma (MARCH)
STORM (US NDA approved)
Monotherapy
R/R DLBCL (SEARCH)
SADAL (US sNDA approved)
Combo with bortezomib and dex
R/R Multiple Myeloma (BOSTON)
Combo with IMiD/PI/ anti-CD38 mAb and dex
R/R and ND Multiple Myeloma (STOMP)
Monotherapy
NSCLC (TRUMP)**
Combo with ICE/GEMOX
R/R T-cell & NK/T-cell Lymphoma (TOUCH)
Monotherapy
Maintenance Endometrial Cancer (SIENDO)
Monotherapy
Advanced Liposarcoma (SEAL)
Monotherapy
Recurrent Glioma (KING)
APAC[2]
Karyopharm Therapeutics
ANTENGENE
ATG-008 (Onatasertib)*
mTORC1/2 (Small molecule)
Monotherapy
2L+ HBV+ HCC (TORCH)
Combo with anti-PD-1 mAb
Advanced Solid Tumors and HCC (TORCH-2)**
Monotherapy
NSCLC (TRUMP)**
Monotherapy
Advanced Solid Tumors (BUNCH)
Monotherapy
Lymphangioleiomyomatosis (LAUNCH)**
Combo with ATG-010 (selinexor)
R/R DLBCL (MATCH)
APAC[3]
Celgene | Bristol Myers Squibb Company
ANTENGENE
ATG-016 (Eltanexor)
XPO1 (Small molecule)
Monotherapy
R/R MDS (HATCH) & Solid Tumors
MDS, CRC, PrC
ATG-527 (Verdinexor)
XPO1 (Small molecule)
Monotherapy
Lupus, Anti-viral (i.e., CAEBV (CATCH))
Healthy Volunteers
ATG-019 (KPT-9274)
PAK4 & NAMPT (Small molecule)
Monotherapy ± niacin
Advanced Solid Tumors & NHL (TEACH)
Solid Tumors
APAC[2]
Karyopharm Therapeutics
ANTENGENE
ATG-017 (AZD 0364)
ERK1/2 (Small molecule)
Monotherapy
R/R Hem/Onc (ERASER)[7]
ATG-101[4]
PD-L1/4-1BB (Bispecific antibody)
Monotherapy
Hem/Onc
ATG-018
ATR (Small molecule)
Monotherapy
Hem/Onc
ATG-022
Claudin 18.2 (Monoclonal antibody)
Monotherapy
Solid Tumors
ATG-012
KRAS (Small molecule)
Monotherapy
Solid Tumors
ATG-031
Undisclosed target (Monoclonal antibody)
Monotherapy
Hem/Onc
ATG-027
Undisclosed target (Monoclonal antibody)
Monotherapy
Hem/Onc
Global
ANTENGENE AstraZeneca
ANTENGENE
Antengene Trials[5]
Partner Trials[6]
Registrational Trial in China
With APAC sites outside China
In-licensed Asset
Proprietary Asset

1 *(s)NDA accepted/approved by US FDA and APAC NDA submission expected in 2020-2021*
2 *Antengene has rights for Greater China (mainland China, Hong Kong, Taiwan, Macao), Australia, New Zealand, South Korea, and the ASEAN Countries*
3 *Antengene has rights for Greater China, South Korea, Singapore, Malaysia, Indonesia, Vietnam, Laos, Cambodia, the Philippines, Thailand and Mongolia*
4 *Licensed from Origincell and Antengene has obtained exclusive global rights to develop, commercialize and manufacture ATG-101*
5 *Most advanced trial status in Antengene territories and the trials are responsible by Antengene*
6 *Most advanced trial status in partner territories in the rest of the world. These trials are conducted by our licensing partners and do not belong to Antengene*
7 *We intend to assess the safety and efficacy in a variety of tumor types and hematological malignancies mostly harboring RAS or RAF mutations such as in pancreatic cancer, colorectal cancer and AML*
*** *Core Product*
**** *Investigator-initiated trials*
ND = newly diagnosed

Hem/Onc = hematological malignancies and solid tumors

Our drug candidates are subject to NDA approval by the relevant authorities, such as the NMPA, before commercialization in the relevant jurisdictions. As of the date of this prospectus, we had not received any material concerns, objections or negative statements raised by the NMPA or other relevant authorities that we are not able to address in a timely manner. We believe we are on track to advance the development of our clinical-stage drug candidates as described in "– Our Pipeline."

Clinical-Stage Assets

Our SINE portfolio consists of three innovative drug candidates, namely, ATG-010 (selinexor), ATG-016 (eltanexor) and ATG-527 (verdinexor), which we are currently developing for different indications for efficient and optimal resource and pipeline planning. Among these three SINE assets, ATG-010 (selinexor) is one of our Core Products and is currently being evaluated in two Phase II registrational clinical trials in China. ATG-010 (selinexor) was granted conditional accelerated approval by the FDA and has been commercialized in the United States under the brand name XPOVIO® by our licensing partner Karyopharm. ATG-008 (onatasertib) is our other Core Product currently being evaluated in several Phase I/II clinical trials in the APAC region. We are currently conducting multiple trials on our Core Products to explore their potential as mono- and combo treatment in different indications, which we believe would efficiently explore the clinical potential of our Core Products. We believe these and all our other clinical-stage drug candidates have the potential to be first-, and/or best-in-class drugs addressing unmet medical needs in China and other parts of the world.

ATG-010 (selinexor)

ATG-010 (selinexor), one of our Core Products, is a first-in-class, orally available SINE compound being developed for the treatment of various hematological malignancies and solid tumors. Our licensing partner, Karyopharm, received approval through the FDA's Accelerated Approval Program on July 3, 2019 for XPOVIO® (selinexor) in combination with low-dose dexamethasone for the treatment of adult patients with R/R MM who have received at least four prior therapies and whose disease is refractory to at least two proteasome inhibitors, at least two immunomodulatory agents (IMiDs) and an anti-CD38 mAb. On June 22, 2020, XPOVIO® (selinexor) received accelerated FDA approval for the treatment of adult patients with R/R DLBCL, not otherwise specified, including DLBCL arising from follicular lymphoma, after at least two lines of systemic therapy. More recently, the FDA has accepted the supplemental NDA (sNDA) of XPOVIO® (selinexor) as a second-line treatment for MM. Results from the BOSTON trial and the STOMP trial conducted by Karyopharm have also demonstrated the

potential of XPOVIO® (selinexor) for label expansion in combining with many existing therapies to move to earlier lines of treatment. The number of addressable number of patients in the U.S. in 2019 was 84.0 thousand and 111.1 thousand for R/R MM and R/R DLBCL, respectively. According to public information, XPOVIO® (selinexor)'s list price is set at approximately US$22,000 per month by Karyopharm.

We are developing ATG-010 (selinexor) as a first-in-class treatment for various cancer indications in China and other APAC countries or regions. We are conducting two registrational Phase II clinical trials of ATG-010 (selinexor) in China for R/R MM and R/R DLBCL, respectively. In addition, we are conducting a Phase Ib clinical study for the treatment of R/R T-cell lymphoma and NK/T-cell lymphoma in China, and there is an ongoing Phase II investigator initiated trial for the treatment of patients with KRAS-mutant NSCLC in China. We plan to submit the NDAs for both R/R MM and R/R DLBCL in China and leverage the data from the clinical trials carried out by Karyopharm to submit the NDA for ATG-010 (selinexor) directly in certain APAC countries or territories where NDA approval may be obtained without additional clinical trials, including Australia, Singapore, Hong Kong, South Korea, Taiwan and Thailand by 2021.

Mechanism of Action

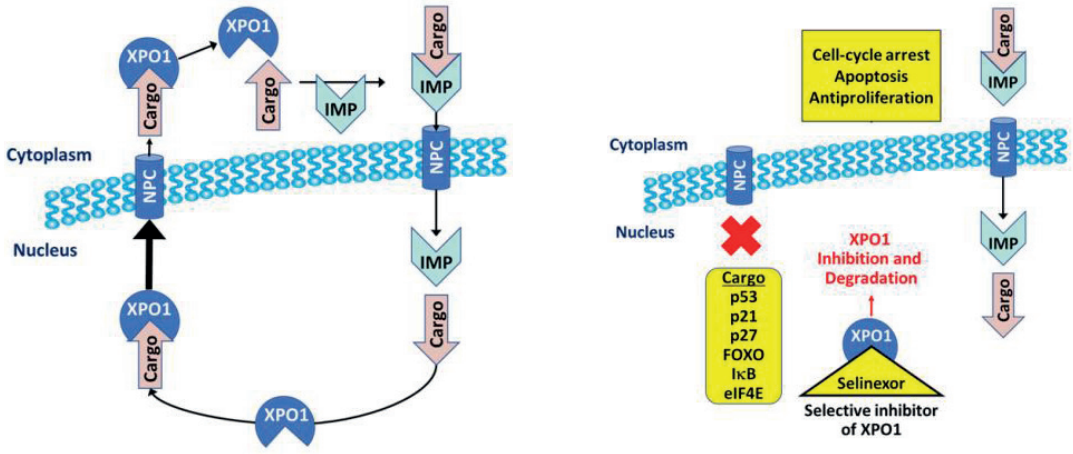
The nuclear export protein XPO1, one of the seven mammalian nuclear export proteins, mediates the export of approximately 220 proteins and mRNAs. Among its effects, XPO1 is the sole nuclear exporter of many tumor suppressor proteins. It is also overexpressed in many cancer types, leading to the mislocalization and consequently functional inactivation of tumor suppressor proteins by their translocation outside the nucleus. Overexpression of XPO1 in cancer is thus commonly correlated with poor prognosis, resistance to chemotherapy and short survival.

ATG-010 (selinexor) functions by selectively binding to residue cysteine 528 (Cys528) in the cargo-binding groove of XPO1, inhibiting cargo binding and exporting by XPO1. Through inhibition of XPO1, ATG-010 (selinexor) blocks the nuclear export of tumor suppressors, growth regulators and anti-inflammatory proteins, leading to the accumulation of these proteins in the nucleus and enhancing anti-cancer activity in the cell. The forced nuclear retention of these proteins can counteract a multitude of the oncogenic pathways that, if unchecked, would allow cancer cells with severe DNA damage to continue to grow and divide in an unrestrained fashion. Eventually, ATG-010 (selinexor) induces apoptosis in cancer cells through nuclear retention of tumor suppressor proteins, along with inhibition of translation of oncoprotein mRNAs. SINE compounds therefore have a broad ranging anticancer potential.

The following diagram illustrates the mechanism of action of ATG-010 (selinexor).

No Inhibition of Nuclear Export (TSPs being excluded)

XPO1 Inhibition of Nuclear Export (TSPs remain in the nucleus)



Abbreviations: IMP= importin; NPC=nuclear pore complex; TSP=tumor suppressor protein; XPO1=exportin 1

Source: Briefing document for the Oncological Drugs Advisory Committee prepared by Karyopharm (February 2019).

Market Opportunity and Competition

MM

MM is more common in elderly patients, with a median age at diagnosis of 70 years in the U.S. and 60 years in China, and such difference is likely due to factors such as the under-diagnosis, under-treatment and/or earlier onset age of MM patients in China. The incidence of MM in China increased from 18.3 thousand in 2015 to 20.7 thousand in 2019 at a CAGR of 3.1%. With the increasing aging population in China, the incidence of MM is expected to grow to 23.8 thousand in 2024 at a CAGR of 2.9% from 2019 and further to 27.7 thousand in 2030 at a CAGR of 2.5%, according to Frost & Sullivan. The diagnostic rate of MM in China is relatively low due to the complicated diagnostic process and lack of accessibility to effective diagnostic methods. Meanwhile, the prevalence of MM in China increased from 60.1 thousand in 2015 to 101.9 thousand in 2019 at a CAGR of 14.1%, and it is expected to increase to 167.2 thousand in 2024 at a CAGR of 10.4% from 2019 and further to 266.3 thousand in 2030 at a CAGR of 8.1% from 2024, according to Frost & Sullivan. Due to the increased treatment rate and prolonged survival for patients on treatment, the number of addressable patients with R/R MM in China reached 68.2 thousand in 2019, and it is expected to increase to 127.6 thousand in 2024 at a CAGR of 13.3% from 2019 and further to 214.8 thousand in 2030 at a CAGR of 9.1% from 2024, according to Frost & Sullivan. There are significant unmet medical needs of MM patients in China because of MM's incurability, low diagnosis rate and lack of novel treatment options.

The current targeted therapy treatment options for MM in China can be categorized into three classes: IMiDs, proteasome inhibitors and anti-CD38 mAb. Combination therapy is standard of care in MM treatment. The second-line treatment for R/R MM patients are recommended as regimens with mechanisms of action that differ from the ones applied in the first-line treatment. The same principle applies to later-line treatments. Therefore, once the patients are refractory to IMiDs or proteasome inhibitors, anti-CD38 mAb is considered. Once the XPO1 inhibitor as a separate class is approved in China, it is expected to be an important therapy for the treatment of R/R MM patients who are refractory to all the three existing classes of targeted therapies. XPO1 inhibitor is being developed for earlier line of treatment in light of its potential to be a backbone treatment of combination therapies with other approved MM agents.

SINE compounds, including ATG-010 (selinexor), can be easily combined with the existing standard regimens for various malignancies and have been generally well tolerated in multiple clinical trials. SINE compounds have competitive advantages in the treatment of MM over other treatment options, including a validated novel mechanism of action, improved efficacy, oral administration, reduced dose frequency and potential for combination therapy. As of the Latest Practicable Date, there were four molecularly targeted therapy drug candidates and one cell therapy drug candidate in China under Phase II or Phase III clinical development for MM treatment. As of the same date, there was no XPO1 inhibitor under clinical development in China for MM treatment, other than the development of ATG-010 (selinexor). With the potential to become the backbone assets in MM treatment, the market demand of XPO1 inhibitors is expected to grow in parallel with the other treatment options given its potential in combination therapies. For more information, please see "Industry Overview — Overview of Selected Oncology Indications in China — Multiple Myeloma (MM)."

DLBCL

DLBCL is the most common type of NHL and accounts for approximately 25.5% of the total NHL cases globally and approximately 45.8% of the total NHL cases in China. The new cases of DLBCL in China increased from 31.8 thousand in 2015 to 35.3 thousand in 2019 at a CAGR of 2.7%, and are estimated to increase to 39.8 thousand in 2024 at a CAGR of 2.4% from 2019, and further increase to 45.3 thousand in 2030 at a CAGR of 2.2% from 2024. Meanwhile, the prevalence of DLBCL in China reached 199.1 thousand in 2019 from 161.1 thousand in 2015 at a CAGR of 5.4%, and it is expected to reach 250.5 thousand in 2024 at a CAGR of 4.7% and further increase to 299.3 thousand in 2030 at a CAGR of 3.0% from 2024, according to Frost & Sullivan. Specifically, the number of R/R DLBCL patients in China reached 137.6 thousand in 2019, and it is expected to reach 187.5 thousand in 2024 at a CAGR of 6.4% and further increase to 228.6 thousand in 2030 at a CAGR of 3.4% from 2024, according to Frost & Sullivan. There are significant unmet medical needs of DLBCL patients in China because DLBCL is largely incurable with a lack of novel treatment options.

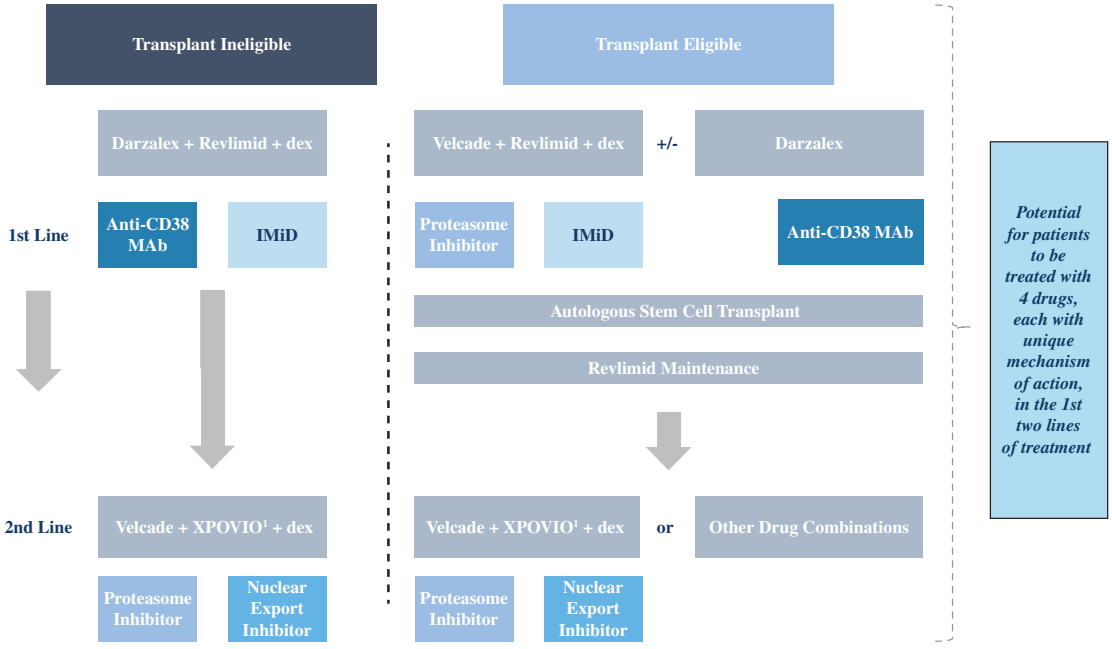
In China, DLBCL patients are treated with first-line combination therapy, primarily utilizing "R-CHOP" therapy, which stands for rituximab (R), cyclophosphamide (C), doxorubicin hydrochloride (H), vincristine/oncovin (O) and prednisolone (P). Even though the response rate for such treatment is high, around 30% to 40% of patients will eventually relapse, and 15% will have primary refractory. As the DLBCL patents progress to second-or third-line treatment, the treatment options become more limited with only high-dose rituximab together with a combination of chemotherapies (other than CHOP) available. As a result of limited options of novel treatment, utilizing rituximab as the backbone therapy with different combinations of chemotherapy is recommended to be applied through first-to third-line of treatment. Treatment for R/R DLBCL remains challenging and tends to be customized and driven by physician and patient needs. Once the XPO1 inhibitor as a separate class is approved in China, it is expected to be an important therapy for the treatment of R/R DLBCL patients.

SINE candidates, including ATG-010 (selinexor) have competitive advantages in the treatment of DLBCL over other treatment options, including a validated novel mechanism of action, potential to be applied in combination therapies with existing drugs and oral availability. As of the Latest Practicable Date, there were two molecularly targeted therapy drug candidates that had submitted NDA, five under Phase III clinical trial and five under Phase II clinical trial for DLBCL treatment in China. As of the same date, there was no XPO1 inhibitor under clinical development in China for DLBCL treatment, other than ATG-010 (selinexor). For more information, please see "Industry Overview — Overview of Selected Oncology Indications in China — Diffuse large B cell lymphomas (DLBCL)."

Competitive Advantages

- *Novel MoA to address significant unmet needs with broad antitumor spectrum*. ATG-010 (selinexor) is the first and only XPO1 inhibitor approved by the FDA for the treatment of two hematological malignancies: R/R MM and R/R DLBCL. MM remains an incurable disease and current treatment leaves patients with no effective treatment options beyond the third-line setting. The number of patients refractory to the three commonly available drug classes, namely proteasome inhibitors, IMiDs and anti-CD38 mAbs, are growing and are in urgent demand of novel MoAs. For DLBCL, there are currently no established targeted therapies for patients after the second-line of therapy. These refractory patients are also in critical need of new treatment options. Such situation is even more critical in the China market given the large patient population and the lack of innovative therapies. As ATG-010 (selinexor) has a novel MoA that is different from any of the existing standard-of-care treatments by inhibiting a cargo protein that leads to the apoptosis of cancer cells, it represents a highly differentiated class of drugs that could be used as a single agent or in combination with existing regimens.

Expected Future Trend in First Line Treatment May Create Significant Opportunity for ATG-010 (selinexor) in the Second Line[1]



Source: Karyopharm Therapeutics August 2020 Corporate Presentation

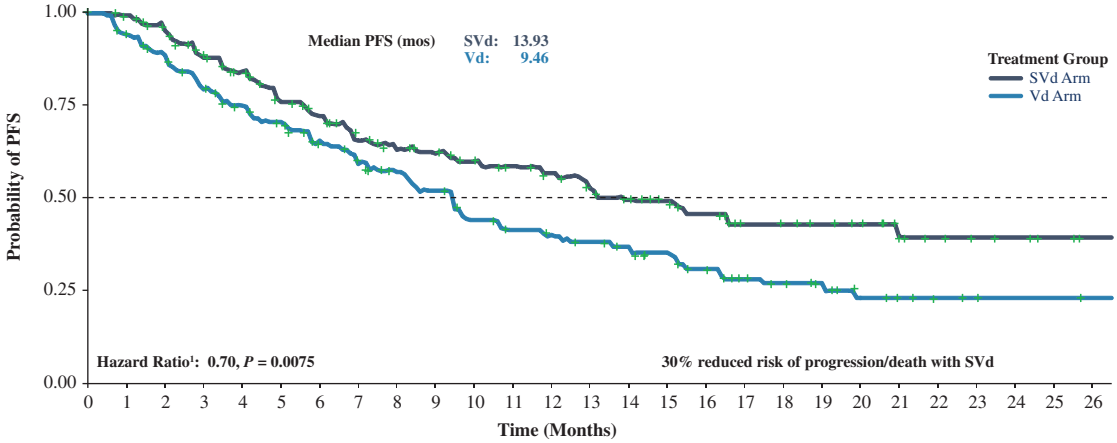
1 XPOVIO is currently the only drug candidate approved by the FDA in combination with dexamethasone for the treatment of adult patients with R/R MM who have received at least 4 prior therapies and whose disease is refractory to at least 2 proteasome inhibitors, at least 2 IMiDs, and an anti-CD38 mAb The schematic illustrated above represents what a treatment paradigm might look like should XPOVIO be approved by the FDA as 2nd Line+ treatment in multiple myeloma in combination with Velcade and dexamethasone.

Furthermore, because of the commonly observed upregulation of XPO1 expression in tumor cells, ATG-010 (selinexor) has pan anticancer therapeutic potential. There are pre-clinical models and clinical studies demonstrating ATG-010 (selinexor)'s antitumor activities in multiple cancer types including lung cancer, glioblastoma, and triple-negative breast cancer. We have seen encouraging single-agent data for ATG-010 (selinexor) in a variety of solid tumors, including partial responses and durable SDs with disease control greater than three months. In a Phase II SEAL study in patients with advanced de-differentiated liposarcomas, ATG-010 (selinexor) has shown promising PFS improvement against the placebo group: the median PFS for ATG-010 (selinexor) and placebo are 5.5 months and 2.7 months, respectively. In Phase II studies of gynecological malignancies and glioblastoma multiforme, or GBM, ATG-010 (selinexor) demonstrated anti-cancer activity, including bona fide CRs, partial responses as well as prolonged SDs.

- *Compelling efficacy as a single agent and combination regimens with a manageable safety profile*. ATG-010 (selinexor) has demonstrated single-agent antitumor activity. ATG-010 (selinexor) received the accelerated FDA approval based upon the statistically meaningful clinical benefit in the heavily pre-treated population. In the STORM study of R/R MM, the ORR was 25.3% among penta-refractory patients, which is similar to earlier line therapies targeting much less heavily pre-treated patients. In the SADAL study of R/R DLBCL, ATG-010 (selinexor) achieved a 29% ORR, 13% CR and a DoR of 3 months, 6 months and 12 months for 56%, 38% and 15% of the patients, respectively. We believe these results are compelling and clinically meaningful considering most of the patients were heavily pre-treated and have exhausted their treatment options.

  In addition, ATG-010 (selinexor) has shown synergistic effects in combination regimens against multiple cancer types. Karyopharm, has reported positive data of the confirmatory BOSTON study (selinexor+bortezomib+dexamethasone (SVd) vs. bortezomib+dexamethasone (Vd)), which was designed to evaluate the use of ATG-010 (selinexor) in a combination therapy setting to treat R/R MM patients who have received at least one prior line of therapy. In this study, the SVd arm demonstrated statistically significant superior efficacy compared to the Vd arm. The median PFS in the SVd arm was 13.93 months, representing a 4.47 month (47%) (hazard ratio=0.7; p=0.0075) increase from 9.46 months in the Vd arm. The SVd arm also demonstrated a significantly higher ORR than the Vd arm (76.4% vs. 62.3%, p=0.0012). The SVd arm also showed consistent PFS benefit and higher ORR across all subgroups compared to the Vd arm as illustrated in the charts below.

Progression Free Survival Significantly Longer with SVd Compared to Vd



SVd Arm	195	187	175	152	135	117	106	89	79	76	69	64	57	51	45	41	35	27	26	22	19	14	9	7	6	4	2
Vd Arm	207	187	175	152	138	127	111	100	90	81	66	59	56	53	49	42	35	26	20	16	10	8	5	4	3	3	2

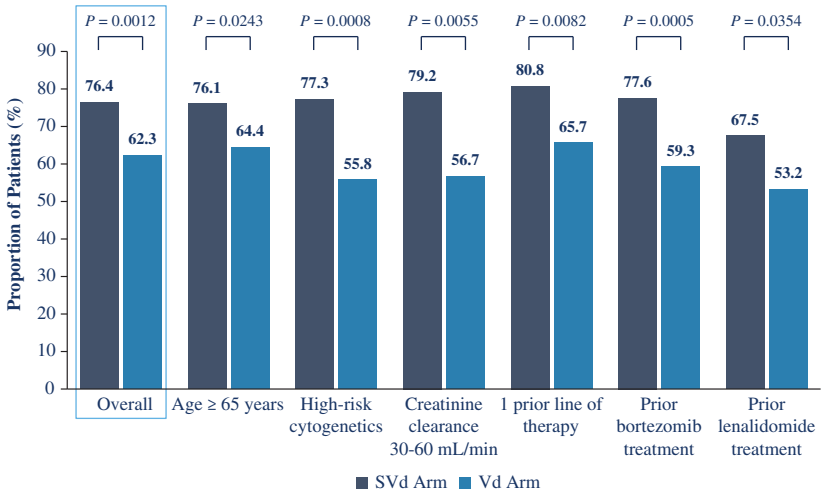
Median follow up: 13.2 and 16.5 months in SVd and Vd arms, respectively

Source: Dimopoulos M, et al. ASCO 2020, abstract 8501.

Note: Intention-to-treat (ITT) population N=402, data cut-off date = February 18, 2020.

1. HR= Hazard Ratio 95% CI=0.53-0.93 one sided P value.

SVd was Associated with a Significantly Higher ORR Overall and Across Patient Subgroups



One-sided P values for the Cochran-Mantel-Haenszel Test based on unstratified model. Data cut-off 18-Feb-2020.

ORR= Overall Response, based on Independent Review Committee's (IRC) response outcome assessments, according to IMWG response criteria (Kumar et al. Lancet Oncology 2016).

All changes in MM disease assessments were based on baseline MM disease assessments.

Source: Dimopoulos M, et al. ASCO 2020. Abstract 8501

ATG-010 (selinexor) has demonstrated a safety profile that was manageable with dose modification and/or supportive care in clinical trials. Significantly lower rates of peripheral neuropathy, organ toxicity, and opportunistic infections were witnessed in the SVd arm in the BOSTON study. In addition, unlike some other MM drugs such as lenalidomide and panobinostat, ATG-010 (selinexor) does not carry a black box warning which the FDA uses to alert the public and healthcare providers to serious side effects.

- *Potential to serve as the backbone of MM therapies and more indications*. With its mechanistic activity and manageable safety profile, ATG-010 (selinexor) has the potential to serve as the backbone to treat a wide variety of solid tumors and hematological malignancies, either as a single agent or in combination with other treatment regimens. ATG-010 (selinexor) is being evaluated in several mid- and late-phase clinical trials across multiple cancer indications, including MM (the STOMP trial, in combination with approved therapies), liposarcoma (the SEAL trial), recurrent glioma (the KING trial) and endometrial cancer (the SIENDO trial), among others. In the STOMP trial, the initial encouraging results provide a strong rationale for the further clinical investigation of ATG-010 (selinexor) in combination with other approved therapies in MM.

Triplet Regimens Indicate Additive or Synergistic Activity Compared to Benchmark Doublet Regimens

STOMP Trial			Benchmark Data	
STOMP Triplet Regimen	**# of Patients Treated to Date**	**Efficacy Data**	**Benchmark Regimen**	**Efficacy Data**
Selinexor + KYPROLIS® + dex	24 (median 3 lines of prior therapy)	ORR = 71%[1]	**KYPROLIS® + dex**	ORR = 23%[5]
Selinexor + DARZALEX® + dex	30 (Darzalex-naïve)	ORR = 73%[2]	**DARZALEX®**	ORR = 29%[6]
Selinexor + POMALYST® + dex	32 (Pomalyst–naïve and Revlimid relapsed or refractory)	ORR = 56%[3] PFS = 12.2 months[3]	**POMALYST® + dex**	ORR = 29%[7] PFS = 3.6 months[7]
Selinexor + REVLIMID® + dex	12 (Revlimid-naïve)	ORR = 92%[4]	**REVLIMID® + dex**	ORR = 67%[8]

Note: The STOMP study does not include any arms studying current myeloma backbone therapies without the combination of selinexor. The purpose of displaying the "Benchmark" data above is to highlight that the clinical results from STOMP reported to date strongly support ongoing/additional clinical investigation of selinexor in combination regimens. 1. Gasparetto C, et al. ASCO 2020. Abstract 8530; 2. Gasparetto C, et al. ASCO 2020. Abstract 8510; 3. Chen C, et al. ASH 2019. Abstract 141; 4. White D, et al. IMW 2019. Abstract 353; 5. Kyprolis Package Insert; Study PX-171-003 A1; 6. Lonial et al. Lancet 2016; 7. Pomalyst Package Insert; 8. Stewart et al. NEJM 2015; 9. REVLIMID® (lenalidomide), POMALYST® (pomalidomide), VELCADE® (bortezomib), KYPROLIS® (carfilzomib) or DARZALEX® (daratumumab).

Given the promising single-agent activity in difficult-to-treat patients and the potential to enhance efficacy in combination with approved therapies, we believe ATG-010 (selinexor) could become a backbone asset in combination with both standard of care and emerging therapies.

- *Oral and convenient administration*. Compared with traditional intravenous/subcutaneous regimens, oral administration reduces frequency of hospital visits and provides several other advantages including better patient compliance, convenience of use, and free of infusion/injection site reaction. ATG-010 (selinexor) only needs to be taken twice weekly or once weekly compared to daily administration with many other existing orally administered cancer drugs. We believe the convenience of oral availability provides significant benefit to MM patients, especially in China and other developing countries in the APAC region where qualified medical personnel are less accessible.

  In the BOSTON study, ATG-010 (selinexor) was studied in combination with reduced dose of bortezomib and dexamethasone in patients with MM who had received at least one prior line of therapy. If approved, this combination of ATG-010 (selinexor) with bortezomib and dexamethasone will be the first approved therapy using once weekly (rather than the standard twice weekly) dosing of bortezomib. Given that bortezomib must be administered by a healthcare professional, we believe that this once-weekly dosing regimen could be substantially more attractive to patients and care givers by eliminating a significant percentage of hospital visits.

Summary of MM Clinical Trial Data

The accelerated FDA approval of XPOVIO® (selinexor) for the treatment of R/R MM was based on results from the Phase IIb STORM trial. Full FDA approval for this indication is contingent upon verification of the clinical benefits in a subsequent confirmatory trial. The randomized Phase III BOSTON study evaluating XPOVIO® (selinexor) in combination with bortezomib and low-dose dexamethasone will serve as the confirmatory trial for the STORM trial in the R/R MM indication. In addition, following positive results from the randomized Phase III BOSTON trial, Karyopharm submitted an sNDA to the FDA on May 19, 2020 seeking approval for XPOVIO® (selinexor) in combination with bortezomib and low dose dexamethasone as a new treatment for MM patients after at least one line of therapy. The FDA accepted this sNDA in July 2020 with a scheduled PDUFA date of March 19, 2021.

Confirmatory Phase III Clinical Trial (BOSTON) (based on results publicly disclosed by Karyopharm)

Overview. The BOSTON trial is a multi-center, open-label, two-arm, randomized, active comparator-controlled Phase III study designed to compare the efficacy, safety and pre-defined health-related quality of life (HR-QoL) parameters of XPOVIO® (selinexor) administered in combination with once-weekly bortezomib plus low-dose dexamethasone (SVd) versus twice-weekly bortezomib plus low-dose dexamethasone (Vd) in adult patients with R/R MM who have received one to three prior lines of therapy. The results from the BOSTON trial have demonstrated the SVd arm's statistically significant superior efficacy and its manageable safety profile where most adverse events were tolerable with dose modifications and/or standard supportive care.

Trial Design. Adult patients with R/R MM who have received one to three prior lines of therapy were enrolled. Enrolled patients are randomized to the SVd arm or the Vd arm. Patients in the SVd arm received XPOVIO® (selinexor, 100 mg once-weekly), bortezomib (1.3 mg/m^2 once-weekly given subcutaneously) and low-dose dexamethasone (40mg weekly) in five-week cycles. Patients randomized to the Vd arm received bortezomib (twice weekly) plus low-dose dexamethasone (standard therapy given on the recommended schedule). In addition, the trial protocol allows for patients on the Vd control arm to crossover to the SVd arm following objective (quantitative) progression of disease. The primary endpoint of the trial is PFS, and key secondary endpoints include, among others, ORR and rate of peripheral neuropathy.

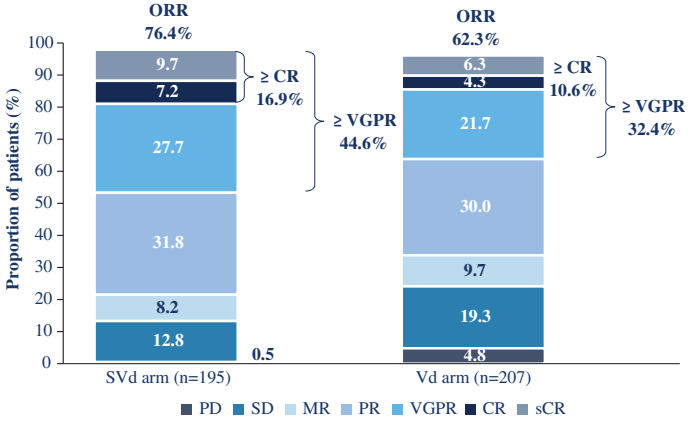
Trial Status. This trial was initiated in May 2017. As of February 18, 2020, the data cut-off date, 402 patients have been enrolled. The trial was conducted at over 150 clinical sites. The primary endpoint has been reached and an sNDA including the trial's full study results was submitted on May 19, 2020 and accepted by the FDA in July 2020. The PDUFA date is March 19, 2021.

Efficacy Data. As of February 18, 2020, the data cut-off date, Karyopharm reported that the study met its primary endpoint of a statistically significant increase in PFS. The median PFS in the SVd arm was 13.93 months compared to 9.46 months in the Vd arm, representing

a 4.47 month (47%) increase in median PFS (p = 0.0075). The SVd arm also demonstrated a significantly higher ORR compared to the Vd arm (76.4% vs. 62.3%, p = 0.0012). The SVd arm, compared to the Vd arm, showed consistent PFS benefit and higher ORR across several important subgroups, including patients of 65 years and older, patients who are frail, patients with high-risk cytogenetics and patients with moderate renal impairment, among others. Peripheral neuropathy rates were significantly lower in the SVd arm compared to the Vd arm (32.3% vs. 47.1%; p = 0.0010).

In addition, the SVd arm demonstrated a significantly higher rate of deep responses, defined as equal or greater than very good partial response compared to the Vd arm (44.6% vs. 32.4%) as well as a longer median DoR (20.3 months vs. 12.9 months). Furthermore, 16.9% of patients on the SVd arm achieved a complete response or a stringent complete response as compared to 10.6% of patients on the Vd arm. Also see "— Competitive Advantages."

SVd was Associated with Significantly Higher Rate of Deep Responses



Longer Duration of Response with SVd		
	SVd arm (n=165)	Vd arm (n=149)
Median Time to Response (months)[1]	1.1	1.4
Median Duration of Responses (months)[2]	20.3	12.9

Fewer Patients with Progressive Disease: SVd (n=1, 0.5%) vs Vd (n=10, 4.8%)

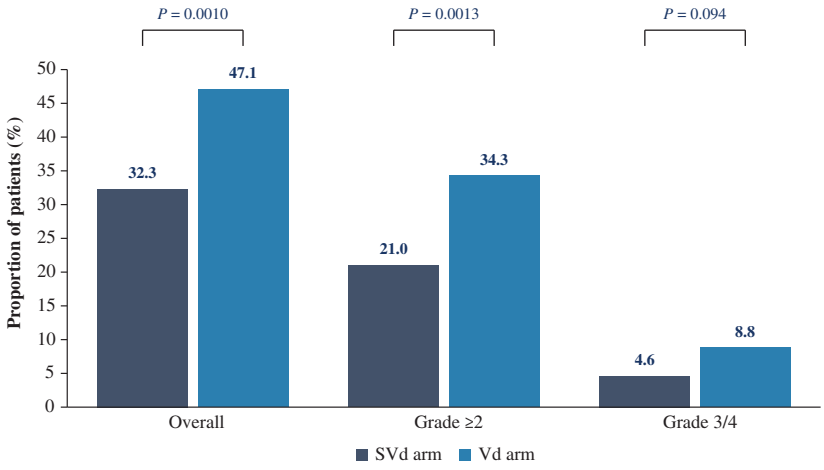
CR = complete response, MR = minimal response, PD = progressive disease, PR = partial response, sCR = stringent complete response, SD = stable disease, VGPR = very good partial response. All responses assessed by an Independent Review Committee (IRC), according to the IMWG criteria (Kumar et al. Lancet Oncology 2016).

Source: Dimopoulos M, et al. ASCO 2020. Abstract 8501

1. *Unadjusted Time from date of randomization until first response per IMWG response criteria.*
2. *Duration of the time interval between the first IRC-confirmed PR or better response and the first IRC-confirmed PD or death due to any cause, whichever occurred first. Data cut-off 18-Feb-2020.*

Safety Data. The most common TEAEs were cytopenias, along with gastrointestinal and constitutional symptoms and were consistent with those previously reported from other ATG-010 (selinexor) studies. Most adverse events were manageable with dose modifications and/or standard supportive care. The most common non-hematological TEAEs were nausea (50%), fatigue (42%), decreased appetite (35%), and diarrhea (32%) and were mostly Grade 1 and 2 events. The most common Grade 3 and 4 TEAEs were thrombocytopenia (40%), anemia (16%), and fatigue (13%). Peripheral neuropathy was the most common adverse event that led to treatment discontinuation on both arms, however, the rate of peripheral neuropathy was significantly lower in the SVd arm compared to the Vd arm (32% vs. 47%; p = 0.0010). The discontinuation rate due to adverse events was 17% on the SVd arm compared to 11% on the Vd arm.

Peripheral Neuropathy Rates Were Significantly Lower with SVd Than with Vd



Source: Dimopoulos M, et al. ASCO 2020. Abstract 8501

Phase IIb Clinical Trial (STORM) (data presented below are primarily based on the FDA-approved label and Karyopharm public disclosures)

Overview. The STORM trial was a multi-center, open-label, single-arm, registrational Phase IIb study evaluating the efficacy and safety of XPOVIO® (selinexor) co-administered with low-dose dexamethasone for the treatment of R/R MM. The STORM trial data demonstrated robust and durable responses in patients and the favorable safety profile of XPOVIO® (selinexor).

Trial Design. The STORM trial consisted of two parts: Part 1 of the trial included 79 patients previously treated with lenalidomide, pomalidomide, bortezomib and carfilzomib (quad-refractory disease), with a subset also refractory to an anti-CD38 mAb daratumumab (penta-refractory disease). Based on the findings in Part 1, the pivotal Part 2 of the trial was initiated in 123 patients with the penta-refractory disease (median of seven prior regimens) who were also exposed to an alkylating agent and had the disease refractory to at least one proteasome inhibitor, one immunomodulatory agent and daratumumab (triple-class refractory). The enrolled patients were orally treated with parenteral XPOVIO® (selinexor, 80 mg) in combination with dexamethasone (20 mg) twice weekly in four-week cycles. Treatment continued until disease progression or unacceptable toxicity. The patients enrolled in this part of the trial had a median of seven prior lines of treatment.

The primary endpoint was overall response rate (ORR, defined as the proportion of patients who have a partial or better response to therapy). Secondary endpoints included safety profile and other efficacy measurements such as duration of response (DoR), progression-free survival (PFS), clinical benefit rate (CBR, defined as proportion of patients who have a minimal or better response) and overall survival (OS).

Trial Status. This trial was initiated in May 2015 and completed in July 2019.

Efficacy Data. The accelerated approval of XPOVIO® (selinexor) by the FDA was based on the efficacy data from a pre-specified subgroup analysis of 83 patients out of the 123 patients (in Part 2 of the STORM study) who had received at least four prior therapies and whose disease is refractory to at least two proteasome inhibitors, at least two IMiDs and an anti-CD38 mAb. Such subgroup analysis showed an ORR of 25.3% with a median DoR of 3.8 months.

Efficacy Results per IRC in R/R MM

Response	STORM (n=83)
Overall Response Rate (ORR)[a], n (%)	21 (25.3)
95% CI	16.4, 36
Stringent Complete Response (sCR)	1 (1)
Complete Response (CR)	0
Very Good Partial Response (VGPR)	4 (5)
Partial Response (PR)	16 (19)

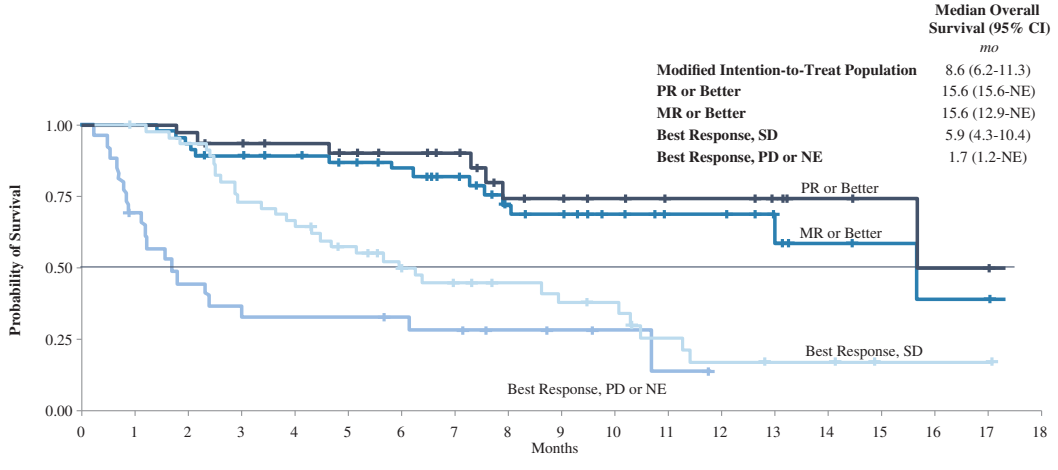
Note: selected STORM trial efficacy data on which conditional accelerated FDA approval of XPOVIO® (selinexor) for R/R MM was based.

a. Includes sCR + CR + VGPR + PR.

Source: FDA label for XPOVIO® (selinexor).

In addition to the FDA label data, the STORM trial data published in the New England Journal of Medicine and subgroup trial data compiled by Karyopharm also demonstrated XPOVIO® (selinexor)'s clinical efficacy, as shown in the charts below.

Overall Survival According to the Patients' Response

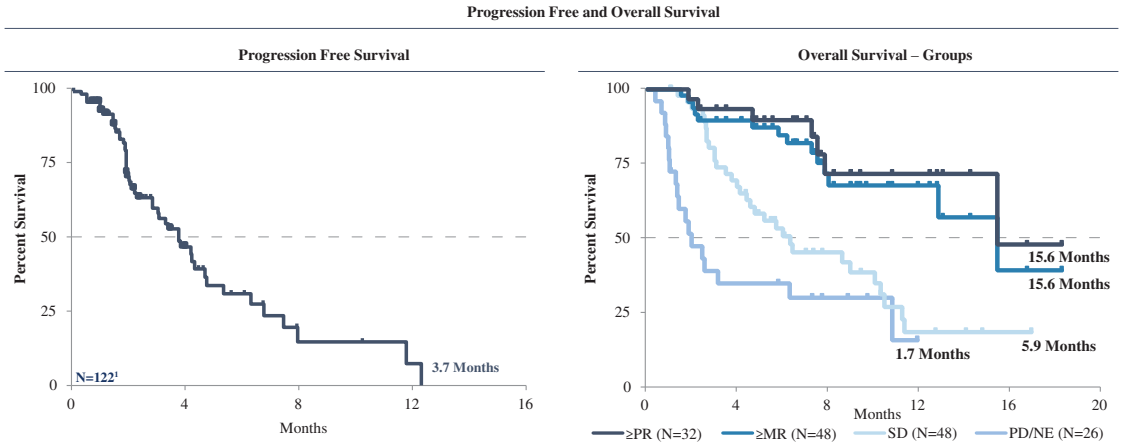


No. at Risk																		
PR or Better	32	32	31	29	27	24	22	19	13	12	10	8	8	6	4	3	2	1
MR or Better	48	48	46	42	40	36	33	27	19	17	13	10	10	6	4	3	2	1
Best Response, SD	48	45	42	33	30	24	19	15	13	11	10	6	4	3	3	1	1	0
Best Response, PD or NE	26	17	11	9	8	8	7	6	4	3	2	1	0					

Source: Chari A, Vogl DT, Gavriatopoulou M, et al. Oral Selinexor-Dexamethasone for Triple-Class Refractory Multiple Myeloma. N. Engl. J. Med. 2019

Note: PR=Partial Response; MR=Minimal Response; SD=Stable Disease; PD=Progressive Disease, NE=Non-evaluable.

A Median of 3.7 Months of Progression Free Survival and a Median of 8.6 Months of Overall Survival



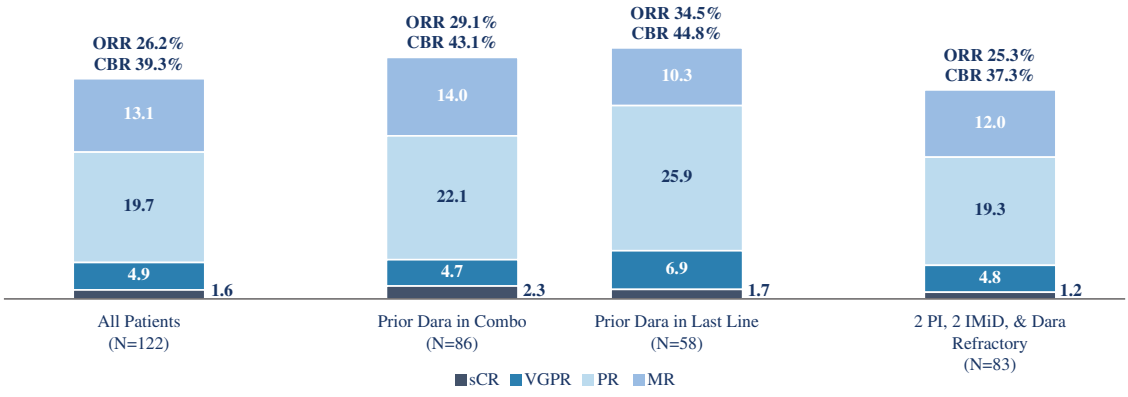
Category	All Patients (n=122)	≥PR (n=32)	≥MR (n=48)	SD (n=48)	PD/NE (n=26)
Median PFS	3.7 Months	5.3 Months	4.6 Months	2.8 Months	1.1 Months
Median OS	8.6 Months	15.6 Months	15.6 Months	5.9 Months	1.7 Months

Source: Chari A, Vogl DT, Dimopoulos M, et al. Results of the Pivotal STORM Study (Part 2) in Penta-Refractory Multiple Myeloma (MM): Deep and Durable Responses with Oral Selinexor Plus Low Dose Dexamethasone in Patients with Penta-Refractory MM. Blood 2018

Note: N=Number; PFS=Progression Free Survival; PR=Partial Response; MR=Minimal Response; SD=Stable Disease; PD=Progressive Disease; NE=Non-evaluable; OS=Overall Survival.

1. Not evaluable patients were censored on Day 1 for PFS (n=10) per statistical analysis plan.

Efficacy Subgroups



Source: Chari A, Vogl DT, Dimopoulos M, et al. Results of the Pivotal STORM Study (Part 2) in Penta-Refractory Multiple Myeloma (MM): Deep and Durable Responses with Oral Selinexor Plus Low Dose Dexamethasone in Patients with Penta-Refractory MM. Blood 2018

Note: MR=Minimal Response; PR=Partial Response; VGPR=Very Good Partial Response; sCR=Stringent Complete Response; ASCT=Autologous Stem Cell Transplant, N=Number; PI=Proteasome Inhibitor; IMiD=Immunomodulatory Drugs.

Safety Data. Among the 202 patients enrolled in Parts 1 and 2 of the STORM study, the most common adverse reactions (incidence ≥20%) were thrombocytopenia, fatigue, nausea, anemia, decreased appetite, decreased weight, diarrhea, vomiting, hyponatremia, neutropenia, leukopenia, constipation, dyspnea and upper respiratory tract infections. The treatment discontinuation rate due to adverse reactions was 27%; 53% of patients had a reduction in the XPOVIO® (selinexor) dose, and 65% had the dose of XPOVIO® (selinexor) interrupted. The most frequent adverse reactions requiring permanent discontinuation in 4% or greater of patients included fatigue, nausea and thrombocytopenia.

Phase Ib/II Clinical Trial (STOMP) (based on Karyopharm public disclosures)

Overview. The STOMP trial is a multi-center, open-label, clinical study with dose escalation (Phase I) and expansion (Phase II) to independently assess the maximum tolerated dose (MTD), efficacy, and safety of eight combination therapies in nine arms in patients with R/R MM and newly diagnosed MM (NDMM). Patients were assigned to treatment arms based on their diagnoses and treatment histories. The preliminary results were published for the (i) XPOVIO® (selinexor) + pomalidomide + dexamethasone for R/R MM patients (SPd), (ii) XPOVIO® (selinexor) + lenalidomide + dexamethasone for R/R MM patients (SRd R/R MM), (iii) XPOVIO® (selinexor) + bortezomib + dexamethasone for R/R MM patients (SVd), (iv) XPOVIO® (selinexor) + carfilzomib + dexamethasone for R/R MM patients (SKd), (v) XPOVIO® (selinexor) + daratumumab + dexamethasone for R/R MM patients (SDd) and (vi) XPOVIO® (selinexor) + lenalidomide + dexamethasone for newly diagnosed MM patients (SRd NDMM). Data currently publicly available for all six arms have demonstrated XPOVIO® (selinexor)'s clinical efficacy and safety in combination with existing treatments.

Trial Design. In the SPd arm, R/R MM patients who received prior therapies including lenalidomide and a PI were eligible for enrollment. Oral XPOVIO® (selinexor) was evaluated in two different dosing schedules: once-weekly (QW, 60, 80 or 100 mg) or twice-weekly (BIW, 40, 60 or 80 mg), with escalating doses of pomalidomide 2, 3 or 4 mg PO (days 1-21) or 3 or 4 mg PO (days 1-21), and low dose dexamethasone 40 mg QW or 20 mg BIW. The primary objectives of the study were to determine the MTD and recommended Phase II dose (RP2D), and to assess the safety, tolerability and preliminary efficacy of SPd.

In the SRd R/R MM arm, patients who received ≥ 1 prior therapy were enrolled. XPOVIO® (selinexor) was dose escalated in three regimens: QW at 80 mg and either BIW or QW at 60 mg, each followed by lenalidomide at 25 mg QD in 21-day cycles and dexamethasone at 20 mg BIW or 40 mg QW. The primary objectives of this study were to determine the MTD and RP2D of SRd.

In the SVd arm, patients with MM that were progressing after ≥1 prior therapeutic regimen were enrolled. Prior treatment with bortezomib or PI, including refractory disease, was permitted; however, patients could not be refractory to bortezomib in their most recent line of therapy. The 42 patients received XPOVIO® (selinexor, 60, 80, or 100 mg) orally plus bortezomib (1.3 mg/m^2 subcutaneously) and dexamethasone (20 mg orally) once or twice weekly in 21-or 35-day cycles. The primary objectives of this study were to determine the safety profile, ORR and RP2D of SVd.

In the SKd arm, patients with R/R MM that were not refractory to carfilzomib, and who may have had prior PI exposure were enrolled. Oral XPOVIO® (selinexor) was dosed QW at 80 or 100 mg. Carfilzomib was dosed QW (excluding day 22 of 28-day cycle) at 56 mg/m2 or 70 mg/m2. Dexamethasone was dosed at 40 mg QW. The primary objectives of the study were to assess the MTD, RP2D and evaluate the efficacy and safety of SKd.

In the SDd arm, patients were eligible if they had received ≥ 3 prior lines of therapy, including a PI and an IMiD, or whose MM was refractory to a PI and an IMiD. In the expansion phase, patients were required to be anti-CD38 mAb-naïve. One dose level was tested at each schedule: XPOVIO® (selinexor) once-weekly (QW at 100 mg) or twice-weekly (BIW at 60 mg) with dexamethasone 40 mg. Daratumumab 16 mg/kg IV was administered per label. The primary objectives were to determine the MTD and RP2D, and assess safety, tolerability and efficacy of SDd.

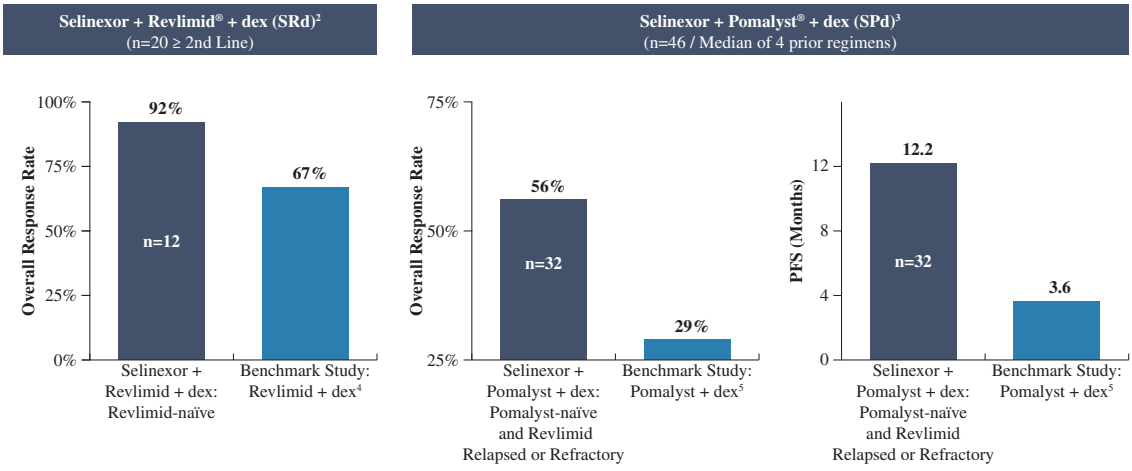
In the SRd NDMM arm, patients with NDMM were enrolled. Patients with NDMM were eligible if they had symptomatic myeloma per the International Myeloma Working Group guidelines with either hypercalcemia, renal failure, anemia, bone lesions (CRAB) criteria or myeloma defining events needing systemic therapy. The patients enrolled at the starting dose level of XPOVIO® (selinexor) at 60 mg on days 1, 8, 15 and 22, lenalidomide 25 mg daily 1-21 and dexamethasone 40 mg weekly on a 28-day cycle. The objectives were to determine the MTD, the RP2D, efficacy and safety in patients with NDMM.

Trial Status. This trial was initiated in October 2015 and is expected to be completed in May 2022.

Efficacy Data. As of October 1, 2019, the data cut-off date, out of the 51 patients in the SPd arm, 46 were evaluable for response. For the 32 patients who were pomalidomide naïve, the ORR was 56% (6 very good partial responses and 12 partial responses) and the median PFS was 12.2 months. For the 14 patients that were refractory to pomalidomide, the ORR was 36% (one very good response and four partial responses) and the median PFS was 5.6 months.

As of August 1, 2019, the data cut-off date, out of the 20 patients evaluable for response in the SRd R/R MM arm, 12 lenalidomide naïve patients responded for an ORR of 92%. Among the 12 patients, the stringent complete response rate was 8%, the very good partial response rate was 25%, the partial response rate was 58%, and there were no minimal responses. In the eight patients who received prior lenalidomide, the ORR was 13%; 13% of patients had a partial response and 25% had a minimal response, and the CBR was 38%.

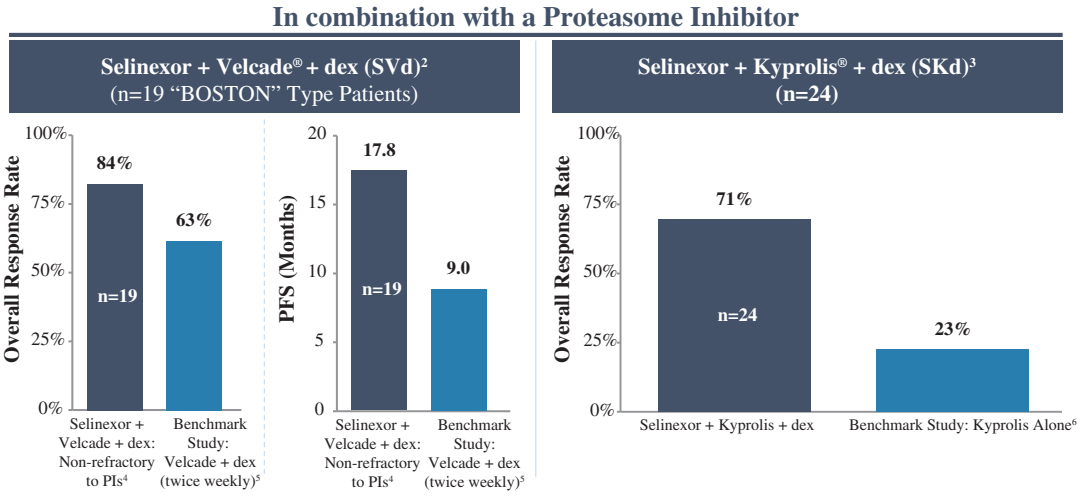
In Combination with Immunomodulatory Drugs



Note: The STOMP study does not include any arms studying current myeloma backbone therapies without the combination of selinexor. The purpose of displaying the "Benchmark" data above for Revlimid and Pomalyst is to highlight that the clinical results from STOMP reported to date strongly support ongoing/additional clinical investigation of selinexor in combination regimens; 1. Selinexor and Backbone Treatments of Multiple Myeloma Patients; 2. White D, et al. IMW 2019. Abstract 353; 3. Chen C, et al. ASH 2019. Abstract 141; 4. Stewart et al. NEJM 2015; 5. Pomalyst Package Insert; 6. Revlimid® (lenalidomide), Pomalyst® (pomalidomide), Velcade® (bortezomib), Kyprolis® (carfilzomib) or Darzalex® (daratumumab).

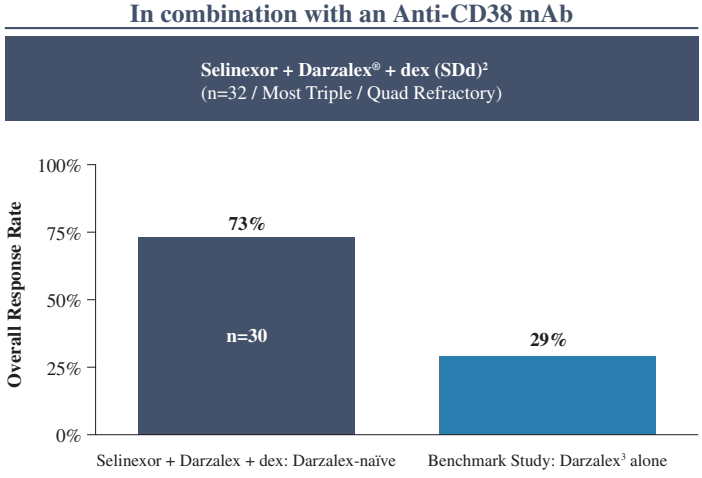
As of November 15, 2017, the data cut-off date, out of the 42 patients enrolled in the SVd arm, the ORR for the benchmark Vd study was 63%, 84% ORR for PI non-refractory and 43% for PI-refractory patients. The median progression-free survival for all patients was 9.0 months; 17.8 months for PI non-refractory, and 6.1 months for PI refractory. The SVd combination produced high response rates in patients with R/R MM, including bortezomib-refractory MM, with no unexpected side effects.

As of May 1, 2020, the data cut-off date, 24 patients were enrolled in the SKd arm. The ORR observed was 71%, including four complete responses, eight very good partial responses, five partial responses and one minimal response. Stable disease was observed in six patients.



Note: The STOMP study does not include any arms studying current myeloma backbone therapies without the combination of selinexor. The purpose of displaying the "Benchmark" data above for Velcade and Kyprolis is to highlight that the clinical results from STOMP reported to date strongly support ongoing/additional clinical investigation of selinexor in combination regimens; 1. Selinexor and Backbone Treatments of Multiple Myeloma Patients; 2. Bahlis NJ, et al. Blood 2018; 3. Gasparetto C, et al. ASCO 2020. Abstract 8530; 4. Patient population eligible for Phase 3 BOSTON study; 5. Dimopoulos MA et al., Lancet 2016; 6. Kyprolis Package Insert; Study PX-171-003 A1; 7. Five of six had prior Velcade exposure; 8. Revlimid® (lenalidomide), Pomalyst® (pomalidomide), Velcade® (bortezomib), Kyprolis® (carfilzomib) or Darzalex® (daratumumab).

As of May 1, 2019, the data cut-off date, out of the 34 patients enrolled in the SDd arm, 32 patients were evaluable for efficacy. The ORR was 73% (11 very good partial responses, 11 partial responses) for 30 daratumumab-naïve patients. Median progression-free survival was 12.5 months in both groups.



Note: The STOMP study does not include any arms studying current myeloma backbone therapies without the combination of selinexor. The purpose of displaying the "Benchmark" data above for Darzalex is to highlight that the clinical results from STOMP reported to date strongly support ongoing/additional clinical investigation of selinexor in combination regimens; 1. Selinexor and Backbone Treatments of Multiple Myeloma Patients; 2. Gasparetto C, et al. ASCO 2020. Abstract 8510; 3. Lonial et al., Lancet 2016; 4. Revlimid® (lenalidomide), Pomalyst® (pomalidomide), Velcade® (bortezomib), Kyprolis® (carfilzomib) or Darzalex® (daratumumab).

As of October 1, 2019, the data cut-off date, out of the eight patients enrolled in the SRd NDMM arm, seven were evaluable for efficacy. Six patients achieved a response (ORR of 86%) including one complete response, four very good partial responses, one partial response and one minimal response.

Safety Data. As of October 1, 2019, the data cut-off date, the common hematological TRAEs of the 51 patients enrolled in the SPd arm (Grades 1/2, Grades>=3) included neutropenia (9%, 57%), thrombocytopenia (24%, 27%), anemia (18%, 27%) and leukopenia (21%, 15%). The common non-hematological TRAEs included nausea (52%, 0%), fatigue (42%, 9%), decreased appetite (36%, 0%), weight loss (39%, 0%), diarrhea (24%, 0%) and vomiting (27%, 0%).

As of August 1, 2019, the data cut-off date, the common TRAEs of the 20 patients enrolled in the SRd R/R MM arm, which were typically Grade 1/2 and reversible, included nausea (62.5%), anorexia (50%), fatigue (54.2%), weight loss (41.7%), vomiting (33.3%), constipation (25%) and diarrhea (25%). Common Grade ≥3 AEs were thrombocytopenia and neutropenia (31.2% each).

As of November 15, 2017, the data cut-off date, treatment-related grade three or four adverse events reported in ≥10% of the 42 patients in the SVd arm were thrombocytopenia (45%), neutropenia (24%), fatigue (14%), and anemia (12%). Incidence (4 patients, 10%) and grade (≤2) of peripheral neuropathy were low.

As of May 1, 2020, the data cut-off date, 24 patients were enrolled in the SKd arm. The common TRAEs (total, Grade ≥3) included thrombocytopenia (70.8%, 54.1%), nausea (66.6%, 0%), anemia (54.2%, 20.8%), fatigue (54.2%, 8.3%), anorexia (45.8%, 4.1%), weight loss (37.5%, 0%), and dysgeusia (37.5%, 0%).

As of May 1, 2019, the data cut-off date, out of the total of 34 patients enrolled in the SDd arm, three were in the 60 mg BIW cohort and 31 were in the 100 mg QW cohorts. Common treatment related adverse events (all grades, grades 3/4) included thrombocytopenia (71%, 47%), fatigue (62%, 18%), nausea (71%, 9%), anemia (62%, 32%) and neutropenia (50%, 26%). Two DLTs were reported in the 60 mg BIW cohort: Grade 3 thrombocytopenia and Grade 2 fatigue requiring dose reduction in ATG-010 (selinexor) to 100 mg QW. In the 100 mg QW escalation cohort (n = 6), no DLTs occurred.

As of October 1, 2019, the data cut-off date, out of the eight patients enrolled in the SRd NDMM arm, no DLT were observed in five DLT evaluable patients, three patients were not DLT evaluable because one patient did not finish cycle 1 due to social reasons and two patients missed doses due to serious adverse events (SAEs) unrelated to study drugs. Common treatment related hematological AEs (Grades 1/2, ≥3) included neutropenia (12.5%, 75%), anemia (12.5%, 50%) and thrombocytopenia (12.5%, 25%). Common non-hematological AEs were diarrhea (62.5%, 0%), nausea (50%, 0%), fatigue (0%, 37.5%), decreased weight (62.5%, 0%), constipation (25%, 12.5%), hypokalemia (37.5%, 0%) and hypomagnesemia (25%, 0%).

Ongoing MM Clinical Trial in the APAC Region

We are currently conducting a Phase II registrational clinical trial of ATG-010 (selinexor) in patients with R/R MM in China.

Phase II Clinical Trial (MARCH)

Overview. The MARCH trial is a multi-center, open-label, single-arm, Phase II registrational clinical trial to evaluate PK, safety and efficacy of ATG-010 (selinexor) and low-dose dexamethasone in patients with R/R MM who have received treatment of at least one immunomodulatory agent and one protease inhibitor. The lead principal investigators for this trial include Professor Lugui Qiu, Head of Department of Lymphoma & Myeloma at Chinese Academy of Medical Sciences and a chief physician at the Institute of Hematology & Blood Diseases Hospital and Professor Weijun Fu from Shanghai Chang Zheng Hospital.

Trial Design. A total of 82 patients are expected to be enrolled in 17 clinical sites in China. The enrolled patients are treated with oral ATG-010 (selinexor, 80 mg) in combination with dexamethasone (20 mg) twice weekly in four-week cycles. Treatment continues until disease progression, death or unacceptable toxicity. When appropriate, the treatment protocol may be modified for the management of adverse events. The primary endpoint for the MARCH trial is the ORR. Secondary endpoints include PK, safety and tolerability, and other efficacy measurements such as OS, thrombotic thrombocytopenic purpura (TTP), PFS, DCR, DoR, survival rate at 6, 9 and 12 months, CBR and minimal residual disease (MRD).

Trial Status. The first patient was dosed in September 2019. As of the Latest Practicable Date, we had enrolled 72 patients and selected 17 clinical sites. We expect to complete the trial enrollment by the end of 2020.

Summary of DLBCL Clinical Trial Data

The accelerated FDA approval of XPOVIO® (selinexor) for the treatment of R/R DLBCL was based on results from the Phase IIb SADAL trial. Full approval for these indications is contingent upon verification of clinical benefits in a subsequent confirmatory trial, which is anticipated to begin by the end of 2020.

Phase IIb Clinical Trial (SADAL) (data presented below are primarily based on the FDA-approved label and Karyopharm public disclosures)

Overview. The SADAL trial was a multi-center, open label, single-arm registrational Phase IIb study evaluating the efficacy and safety of XPOVIO® (selinexor) as a single oral agent for the treatment of patients with R/R DLBCL who had received two prior multi-agent therapies and who were ineligible for transplantation, including high-dose chemotherapy with stem cell rescue and CAR-T therapy. The SADAL trial has demonstrated that XPOVIO® (selinexor) can induce durable responses and has a manageable safety profile.

Trial Design. The study was initially designed to evaluate both 60 mg and 100 mg twice-weekly doses of ATG-010 (selinexor); however, the 100 mg dose was discontinued in the protocol (version 7.0) on March 29, 2017, when an improved therapeutic window was observed at 60 mg. Between October 21, 2015 and November 2, 2019, 267 patients were randomly assigned, with 175 allocated to the 60 mg group and 92 to the discontinued 100 mg group. 48 patients assigned to the 60 mg group were excluded due to enrollment before a protocol update; the remaining 127 patients (median of two prior systemic therapies with a range of one-six) with R/R DLBCL were included in the analyses of primary outcome and safety. Patients took a fixed dose of XPOVIO® (selinexor, 60 mg) twice weekly in four-week cycles until disease progression or unacceptable toxicity. Patients with GCB or non-GCB subtypes of DLBCL were included in enrollment. The primary efficacy endpoint was ORR. Key secondary endpoints included the DCR, defined as the ORR plus the rate of stable disease, and the median DoR for responding patients.

Trial Status. This trial was initiated in November 2014. Based on this trial, an NDA was submitted to the FDA in December 2019 and the FDA granted accelerated approval to XPOVIO® (selinexor) for adult patients with R/R DLBCL in June 2020.

Efficacy Data. The accelerated approval of XPOVIO® (selinexor) by the FDA was based on the efficacy data from a pre-specified subgroup analysis of 134 patients receiving XPOVIO® (selinexor, 60 mg) twice weekly in the SADAL study. Such subgroup analysis showed an ORR of 29% with a DoR of 3 months, 6 months and 12 months for 56%, 38% and 15% of the patients, respectively.

Efficacy Results per IRC in R/R DLBCL (SADAL)

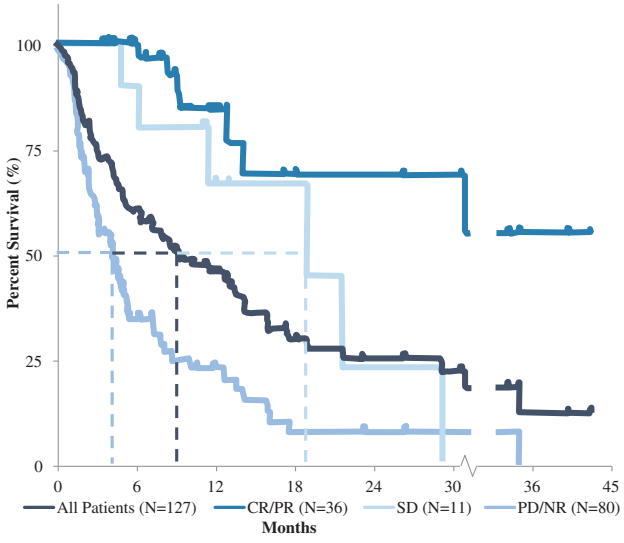
Parameter	**XPOVIO 60mg twice weekly (n=134)**
ORR per Lugano criteria, n (%)	39 (29)
95% CI, %	22, 38
Complete Response	18 (13)
Partial Response	21 (16)
Duration Response	
Patients maintaining response at 3 months, n/N (%)	22/39 (56)
Patients maintaining response at 6 months, n/N (%)	15/39 (38)
Patients maintaining response at 12 months, n/N (%)	6/39 (15)

Note: selected SADAL trial efficacy data on which conditional accelerated FDA approval of XPOVIO® (selinexor) for R/R DLBCL was based

Source: FDA label for XPOVIO® (selinexor)

In addition to the FDA label data, the SADAL trial data published in Lancet also demonstrated XPOVIO® (selinexor)'s clinical efficacy that supports future randomized studies as shown in the chart below.

Additional Efficacy Data from SADAL Supports Future Randomized Study



Category	Median OS (Months)	95% CI
All Patients	9.0	(6.2 – 13.7)
CR/PR Patients	Not Reached	(13.7 – NE)
SD Patient	18.3	(11.1 – 28.0)
PD/NR Patients	4.1	(3.0 – 5.2)

Median follow-up of 11 months
SD = Stable Disease; PD = Progressive Disease;
NR = No Response

Source: Kalakonda N, et al. ICML 2019. Abstract 031. Kalakonda N et al. is currently in press and publication expected in the near term (Lancet Haematology 2020).

Safety Data. Among the 134 patients, whose data the conditional accelerated FDA approval was based on, 3.7% of them experienced fatal adverse reactions within 30 days and 5% of patients within 60 days of last treatment; the most frequent fatal adverse reaction was infection (4.5% of patients). Serious adverse reactions occurred in 46% of patients; the most frequent serious adverse reaction was infection (21% of patients). Discontinuation due to adverse reactions occurred in 17% of patients who received XPOVIO® (selinexor). Adverse reactions which resulted in discontinuation in ≥2% of patients included: infection, fatigue, thrombocytopenia and nausea. Adverse reactions led to XPOVIO® (selinexor) dose interruption in 61% of patients and dose reduction in 49%, with 17% of all patients having two or more dose reductions. The median time to first dose modification (reduction or interruption) was four weeks, with the leading causes being thrombocytopenia (40% of all patients), neutropenia (16%), fatigue (16%), nausea (10%) and anemia (10%). The median time to first dose reduction was six weeks, with 83% of first dose reductions occurring within the first three months. The most common adverse reactions, excluding laboratory abnormalities, in ≥20% of patients were fatigue, nausea, diarrhea, appetite decrease, weight decrease, constipation, vomiting and pyrexia.

Ongoing DLBCL Clinical Trial in the APAC Region

We are currently conducting a Phase II registrational clinical trial of ATG-010 (selinexor) in patients with R/R DLBCL in China.

Phase II Clinical Trial (SEARCH)

Overview. The SEARCH trial is a multi-center, open-label, single-arm, Phase II registrational clinical trial to investigate the safety and efficacy of ATG-010 (selinexor) as a single, oral agent in patients with R/R DLBCL who have received at least two but not more than five prior multi-agent therapies.

Trial Design. A total of approximately 60 patients are planned to be enrolled in the SEARCH trial in 14 clinical sites. Patients are administered with an oral fixed dose of ATG-010 (selinexor, 60 mg) twice weekly in four-week cycles. The treatment will continue until disease progression or unacceptable toxicity. The primary endpoint is the ORR. Secondary endpoints include safety and tolerability, DoR, DCR, OS, PFS and the efficacy measurements in different subgroups of DLBCL.

Trial Status. The first patient was dosed in April 2020. Sixteen patients had been enrolled as of the Latest Practicable Date. As of the same date, we had chosen 15 clinical sites. We expect to complete the patient enrollment and submit NDA in mainland China by 2021.

Ongoing Trials of Other Indications in the APAC Region

In China, we are conducting a Phase Ib clinical trial of ATG-010 (selinexor) in patients with R/R NK/T-cell lymphoma and there is an ongoing Phase II investigator initiated trial of ATG-010 (selinexor) in patients with KRAS-mutant non-small cell lung cancer (NSCLC).

Phase II Clinical Trial (ATG-010-TRUMP)

Overview. The ATG-010-TRUMP trial is an open-label, single-arm, Phase II clinical trial to investigate the safety, tolerability and efficacy of ATG-010 (selinexor) in patients with KRAS-mutant NSCLC. The TRUMP trial is a multi-arm umbrella trial for NSCLC led by Professor Yilong Wu at Guangdong Lung Cancer Institute. The trial pioneers the clinical development in China with an innovative design that simultaneously investigates multiple novel agents (including ATG-010 (selinexor) and ATG-008 (onatasertib)) matched with NSCLC patients with different types of gene mutations (including KRAS and NFE2L2). The broad coverage of gene mutations under the TRUMP trial also facilitates patient enrollment and improves trial execution efficiency.

Trial Design. A total of 30 patients who are in late-stage of NSCLC harboring KRAS mutations are anticipated to be enrolled in the study. There are three phases of patient enrollment. For the first phase, a total of 10 to 12 patients will be enrolled. If the ORR for this cohort is equal to or greater than 10%, a second phase of nine patients will be enrolled. If the ORR for the second phase is equal to or greater than 20%, more patients will be included until the planned total patient number is reached. The enrolled patients are orally treated with ATG-010 (selinexor, 60 mg) twice weekly in four-week cycles. The dose may be reduced to manage adverse reactions. The treatment will continue until disease progression or unacceptable toxicity.

The primary endpoint of this study is ORR. Secondary endpoints include safety, tolerability, and other efficacy measurements such as PFS, DoR, DCR and OS.

Trial Status. The patient enrollment is ongoing. The first patient was dosed in May 2020. As of the Latest Practicable Date, we had enrolled seven patients.

Phase Ib Clinical Trial (TOUCH)

Overview. The TOUCH trial is a multi-center, open-label, single-arm, Phase Ib clinical trial to evaluate ATG-010 (selinexor) combined with ICE regimen or GEMOX regimen and sequential ATG-010 (selinexor) monotherapy maintenance to evaluate the safety, tolerability and primary efficacy in patients with R/R T-cell and NK/T-cell lymphoma who have received at least one prior multi-agent therapy.

Trial Design. A total of approximately 30 patients are planned to be enrolled in the TOUCH trial in about nine clinical sites. The trial is expected to enroll no more than five NK/T-cell lymphoma patients. Patients are orally administered with a fixed dose of ATG-010 (selinexor, 60 mg) twice weekly in three-week cycles. The treatment will continue until disease progression or unacceptable toxicity. The primary endpoints are the ORR and safety and tolerability. Secondary endpoints include DoR, DCR, OS and PFS.

Trial Status. As of the Latest Practicable Date, we had chosen nine clinical sites and conducted our first site visit on July 27, 2020. Most of the sites are in the process of obtaining approvals from their respective ethics committees for the initiation of the TOUCH trial. The first patient was dosed in August 2020. We have enrolled six patients as of the Latest Practicable Date.

Additional Ongoing and Planned Trials

XPOVIO® (selinexor) is also currently being evaluated by Karyopharm in several mid-and late-phase clinical trials across multiple cancer indications, including liposarcoma (the SEAL trial), recurrent gliomas (the KING trial) and endometrial cancer (the SIENDO trial), among others.

Other than the MARCH, SEARCH, ATG-010-TRUMP and TOUCH trials, we expect to expand our clinical efforts and assess ATG-010 (selinexor) in combination with our own pipeline assets and other standard of care and on more indications. For example, we are planning to conduct a Phase I/II MATCH trial where we will evaluate the combination of ATG-010 (selinexor), which has been granted conditional accelerated approval by the FDA, and ATG-008 (onatasertib) for the treatment of R/R DLBCL as ATG-008 (onatasertib) has demonstrated preliminary clinical activities in patients with DLBCL in a study conducted by Celgene. We are also exploring the combination of ATG-010 (selinexor) with chemotherapy, anti-PD1 antibody and other standard of care for the treatment of various cancer types.

Licensing

We entered into a license agreement with Karyopharm on May 23, 2018 under which Karyopharm granted us rights to manufacture and exclusive rights to develop and commercialize four of Karyopharm's clinical-stage oral drug candidates (including ATG-010 (selinexor)) in China and certain other countries and regions. On May 1, 2020, we entered into an amendment to the license agreement with Karyopharm, pursuant to which the licensed rights were expanded to 17 APAC countries and regions. For more details about the licensing arrangement, please refer to "— Collaboration and Licensing Arrangements — Collaboration with Karyopharm."

Our R&D Work since In-Licensing

We have devoted a considerable amount of time and resources to the R&D work in relation to ATG-010 (selinexor) since in-licensing and made significant progress.

MARCH Trial

In June 2018, our R&D team commenced the clinical trial design based on the Technical Guiding Principles for the Acceptance of the Overseas Clinical Trial Data of Drugs (接受藥品境外臨床試驗數據的技術指導原則) promulgated by the NMPA. In August 2018, the clinical trial design was finalized (subject to a subsequent revision in January 2020).

In July 2018, we had a pre-IND application meeting with the CDE in which we introduced our R&D team and ATG-010 (selinexor), and discussed its overseas data, clinical development plan in China and new drug registration strategy. We prepared pre-IND meeting materials for the MARCH trial based on the data from clinical trials conducted in the U.S. and Europe and addressed inquiries from the CDE. In August 2018, we submitted to the NMPA the IND application for the MARCH trial, acceptance and approval of which was received in November 2018 and January 2019, respectively.

From August 2018 to January 2019, our clinical team continued to devote significant resources to the MARCH trial to (i) analyze data on clinical needs, (ii) conduct central lab preparation, (iii) streamline kit procurement, (iv) develop and validate PK analysis methodology, (v) set up an electronic data capturing system, (vi) finalize the statistical analysis plan, risk management plan, medical monitoring plan, and data management plan, (vii) conduct site selection, (viii) apply for ethics committee ("EC") and Human Genetics Resources Administration of China (the "HGRAC") approvals and (ix) conduct meetings with principal investigators.

Other Trials

In addition to the MARCH trial, we have also initiated three other clinical trials for ATG-010 (selinexor) in China, including Phase II SEARCH, Phase II TRUMP and Phase Ib TOUCH trials. Our clinical team has closely managed and supervised the day-to-day execution of these trials, by working with industry-leading CROs and SMOs.

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND MARKET ATG-010 (SELINEXOR) SUCCESSFULLY.

ATG-016 (eltanexor)

ATG-016 (eltanexor) is a second-generation, orally available SINE compound. ATG-016 (eltanexor) has demonstrated minimal brain penetration in rodents and monkeys in pre-clinical studies. Such reduced brain penetration may be responsible for the improved therapeutic window of ATG-016 (eltanexor) compared with ATG-010 (selinexor) in nonclinical models. Following oral administration, animals treated with ATG-016 (eltanexor) showed a lower percentage of body weight loss and improved food consumption than animals similarly treated with ATG-010 (selinexor). This potentially allows more frequent dosing of ATG-016 (eltanexor), and enables a longer period of exposure at a higher level than ATG-010 (selinexor).

The agent is currently in Phase I/II clinical studies for the treatment of hematological and solid tumor malignancies by Karyopharm. We plan to conduct a Phase I/II clinical trial for the treatment of high-risk MDS (HR-MDS) in China.

Mechanism of Action

SINE compounds inhibit nuclear export through covalent binding to Cys528 in the cargo-binding pocket of Exportin 1 and promote cancer cell death through apoptosis. ATG-016, similar to ATG-010 (selinexor), blocks the nuclear export of tumor suppressor proteins and other growth regulatory proteins, leading to accumulation of these proteins in the nucleus and enhancing their anti-cancer activity through apoptosis. See "— Clinical-Stage Assets — ATG-010 (selinexor) — Mechanism of Action."

Market Opportunity and Competition

Overall, MDS has an incidence of between four to five per 100,000 population. However, in patients over the age of 60, this incidence rate increases from 20 to 50 per 100,000. It is therefore one of the most common hematological disorders in the elderly. The number of new cases of MDS in China reached 22.1 thousand in 2019, and is expected to increase to 23.6 thousand in 2024 at a CAGR of 1.3% from 2019, and further increase to 25.1 thousand in 2030 at a CAGR of 1.0% from 2024, according to Frost & Sullivan. The chance of developing MDS may dramatically increase along with the aging span, and due to the aging population, the MDS incidence in China is expected to continue increasing. There exists significant unmet medical need for treatment options after failing first-line therapy, as most of the patients with relapse and elderly patients with MDS may not receive active treatment, due to age-related co-morbidities and functional impartment, as a result of which the therapies will not extend their survival.

There is a lack of molecularly targeted therapy drugs for MDS patients in both China and the U.S. Currently available drugs for MDS treatment in China and the U.S. are mainly ESAs and chemotherapy drugs, including AzaC and decitabine. As of the Latest Practicable Date, there were six molecularly targeted therapy drug candidates in China under clinical development for MDS treatment in China. As of the same date, there was no SINE inhibitor for the treatment of MDS under clinical development in China, other than our development of ATG-016 (eltanexor). The SINE compounds have competitive advantages in the treatment of MDS over other treatment options, including initial compelling efficacy and safety profile, oral administration and less side effects. For more information, please see "Industry Overview — Overview of Selected Oncology Indications in China — Hematological Malignancies — MDS."

Competitive Advantages

- *Initial compelling efficacy and safety data*. Similar to ATG-010 (selinexor), ATG-016 (eltanexor) as a second-generation SINE compound selectively blocks the nuclear export protein XPO1. With the same mechanism, ATG-016 (eltanexor) is being studied across multiple cancer types including high-risk myelodysplastic syndrome (HR-MDS), metastatic colorectal cancer (mCRC), metastatic castration resistant prostate cancer (mCRPC) and other types of advanced cancers. In these studies, ATG-016 (eltanexor) has demonstrated good tolerability and promising activity. Positive data was seen in the Phase I/II KPT-8602-801 evaluating the safety, tolerability and anti-tumor activity of single-agent oral ATG-016 (eltanexor) (10mg or 20mg once-daily for five days per week) in elderly patients with HR-MDS whose diseases are refractory to hypomethylating agents. Of the 20 patients evaluable for efficacy, seven patients achieved marrow complete response (mCR), indicating an ORR of 35%.

- *Broad therapeutic window into the brain enabling more frequent dosing and a longer period of exposure at higher dose levels*. Following oral administration, animals treated with ATG-016 (eltanexor) showed lower percentage of body weight loss and improved food consumption, as well as less "fatigue behavior," in comparison to animals similarly treated with ATG-010 (selinexor). ATG-016 (eltanexor) also causes fewer side effects which are believed to be mediated through the central nervous system such as nausea, fatigue and anorexia in humans. The above improvements are mainly due to the minimal brain penetration of ATG-016 (eltanexor). This allows more frequent dosing of ATG-016 (eltanexor), enabling a longer period of exposure at higher levels than ATG-010 (selinexor), which allows for greater indication diversification among our SINE compounds. In pre-clinical model systems, a more intensive dosing regimen of ATG-016 (eltanexor) leads to superior efficacy in comparison to ATG-010 (selinexor). As a result, we believe that ATG-016 (eltanexor) represents a second-generation SINE compound and are evaluating safety, tolerability and efficacy in humans.

Summary of Clinical Trial Data

Phase I/II KPT-8602 Clinical Trial (based on top-line results publicly disclosed by Karyopharm)

Overview. KPT-8602 (eltanexor) is a first-in-human, open-label Phase I/II study of the safety, tolerability and efficacy of oral KPT-8602 (eltanexor), with or without low dose dexamethasone, in patients with R/R MM, mCRC, mCRPC and HR-MDS. The currently available clinical results show that KPT-8602 (eltanexor), both alone or in combination with dexamethasone, is tolerable, induces responses and durable disease control, and is associated with prolonged survival.

Trial Design. The trial consists of a dose escalation study (Phase I) and a dose expansion study (Phase II). Phase I was conducted in patients with R/R MM and used a modified version of the Simon accelerated 3+3 design, where patients were orally dosed with KPT-8602 (eltanexor) from 5 mg to 60 mg either once daily for five days per week or once every other day for three days each week for four-week cycles. Patients with less than a minimal response after one cycle or partial response after two cycles were permitted to add dexamethasone. In some patients, dexamethasone was added beginning on Day 1. The RP2D was determined based on the overall safety and tolerability of KPT-8602 (eltanexor).

In Phase II, the study is expanded to explore other indications including mCRC, mCRPC and HR-MDS. These are the indications where XPOVIO® (selinexor) and XPO1 inhibition has shown clear activity, but where side effects such as fatigue and anorexia were problematic for patients due to the underlying malignancies. The primary endpoints for the Phase I study are the MTD and RP2D. The primary objectives of this study were to assess the safety, tolerability and anti-tumor activity of KPT-8602 (eltanexor) in patients with HR-MDS.

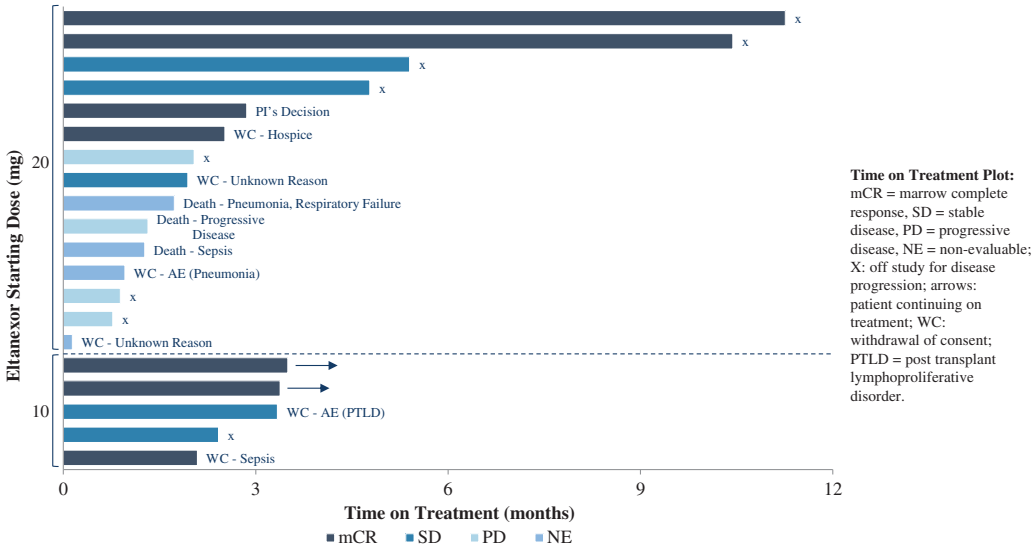
Trial Status. This trial was initiated in January 2016 and is anticipated to be completed in the first half of 2021.

Efficacy Data for the Phase I Study. Of the 34 evaluable R/R MM patients, 14 received dexamethasone with their KPT-8602 (eltanexor) regimen. The ORR for patients treated with or without dexamethasone was 21%. At doses of 20 to 30 mg KPT-8602 (eltanexor) administered once daily for five days per week in combination with dexamethasone, the ORR was 36%. Across all cohorts of patients with R/R MM, the CBR was 47%. In general, deeper and faster responses were observed when dexamethasone was started on Day 1 of Cycle 1. The median time on treatment for the overall study population was greater than 96 days (range, 10 to 441). The MTD was not reached; however, dose escalation was halted as responses were achieved. Based on these data, the RP2D has been established as 20 mg KPT-8602 (eltanexor) dosed five times per week with 20 mg dexamethasone dosed twice weekly.

Safety Data for the Phase I Study. Among the 39 R/R MM patients evaluable for safety, the most common Grade 1/2 adverse events were nausea (54%), fatigue (46%), anemia (38%), diarrhea (38%), dysgeusia (33%), weight loss (33%) and neutropenia (31%). The most common Grade 3/4 adverse events were thrombocytopenia (56%), neutropenia (26%), anemia (15%), leukopenia (15%) and hyponatremia (10%). Importantly, nausea, fatigue, diarrhea and vomiting were nearly all Grade 1, manageable and transient, and bleeding was uncommon.

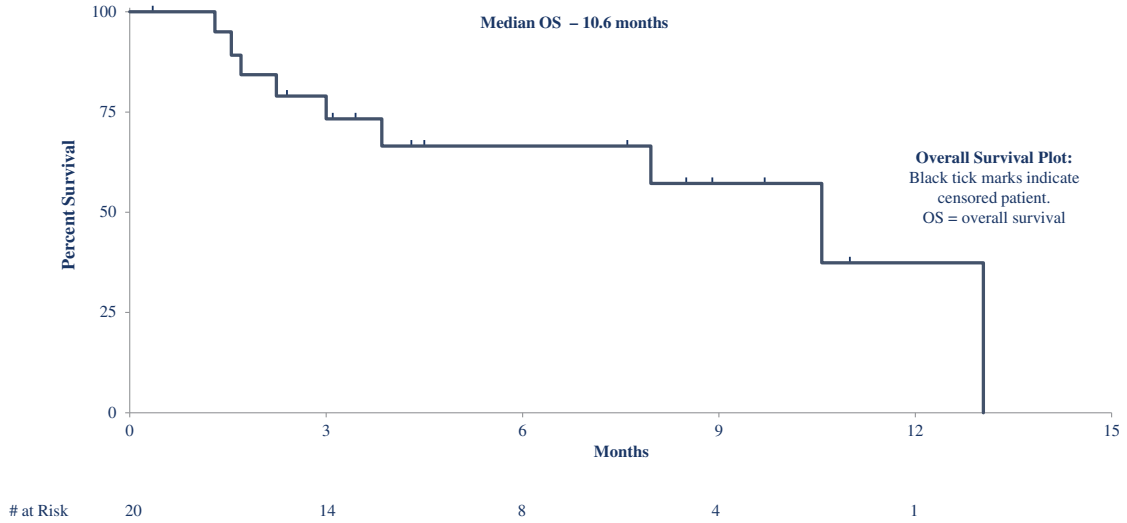
Efficacy Data for the Phase II HR-MDS Cohort. As of July 15, 2018, 20 patients who were refractory to hypomethylating agents (HMAs) with a median of 2 prior therapies (range 1 to 5) were enrolled in the Phase II trial. 16 out of the 20 patients were evaluable for response. Preliminary efficacy data demonstrated a 35% ORR and a 35% mCR. Five patients had stable disease (25%) and four patients had progressive disease (20%). The DCR was 80% and the median OS is 10.6 months.

Disease Control Rate of 80% and the Time Patients Remained on Treatment



Source: Etchin J, Berezovskaya A, Conway AS, et al. KPT-8602, a second-generation inhibitor of XPO1-mediated nuclear export, is well tolerated and highly active against AML blasts and leukemia-initiating cells. Leukemia. 2017

Overall Survival Distribution



Source: Etchin J, Berezovskaya A, Conway AS, et al. KPT-8602, a second-generation inhibitor of XPO1-mediated nuclear export, is well tolerated and highly active against AML blasts and leukemia-initiating cells. Leukemia. 2017

Safety Data for the Phase II HR-MDS Cohort. Among the 20 patients in the cohort, the most frequent TEAEs in the HR-MDS cohort were nausea (45%), and other TEAEs include decreased appetite (40%), fatigue (35%), diarrhea (35%), and dysgeusia (25%). The most frequent TEAEs of Grade 3 or above included neutropenia and anemia (30% each). All adverse events were dose-dependent and reversible. There were five serious AEs (SAEs) determined by the treating physician to be related to study drug reported in three patients: Grade 3 diarrhea (20 mg dose), Grade 2 failure to thrive (20 mg dose), Grade 3 and Grade 4 fatigue and sepsis (20 mg dose), Grade 4 sepsis (20 mg dose) and Grade 3 failure to thrive (10 mg dose).

Additional Ongoing and Planned Trials

We plan to conduct an open-label, single-arm Phase I/II clinical trial in China in approximately 60 patients with HR-MDS after the failure of HMAs-based therapy (the HATCH trial) to investigate the efficacy, safety and pharmacokinetics of ATG-016 (eltanexor) monotherapy. The endpoints for the dose escalation phase (Phase I) include RP2D, and the endpoints for the dose expansion phase (Phase II) include efficacy measurements such as ORR, DoR, PFS, OS, TTP. We have submitted the IND application to the NMPA in August 2020 and expect to dose the first patient in the first half of 2021 upon IND approval.

We plan to further expand the indications of ATG-016 (eltanexor) by conducting clinical trials to assess it as a therapy for KRAS-mutant solid tumors, gastrointestinal cancers and triple-negative breast cancer. We anticipate to submit clinical trial applications for those trials by 2021.

Licensing

We entered into a license agreement with Karyopharm on May 23, 2018 under which Karyopharm granted us rights to manufacture and exclusive rights to develop and commercialize four of Karyopharm's clinical-stage oral drug candidates (including ATG-016 (eltanexor)) in China and certain other countries and regions. On May 1, 2020, we entered into an amendment to the license agreement with Karyopharm, pursuant to which the licensed rights expanded to 17 APAC countries and regions. For more details about the licensing arrangement, please refer to "— Collaboration and Licensing Arrangements — Collaboration with Karyopharm."

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND MARKET ATG-016 (ELTANEXOR) SUCCESSFULLY.

ATG-527 (verdinexor)

ATG-527 (verdinexor) is a SINE compound with a novel dual mechanism of action being developed for the treatment of viral infection. It inhibits the replication of viruses that utilize the XPO1 machinery for some aspect of their life cycle, while contributing to symptom relief via suppression of cytokine-mediated inflammatory responses. Inhibition of XPO1 does not rely on immune status for antiviral effects and may thus benefit immunocompromised patients. We plan to conduct a Phase I/II clinical trial for the treatment of CAEBV infection and SLE.

Mechanism of Action

ATG-527 (verdinexor) functions by binding to and inhibiting the nuclear export protein XPO1, which is believed to be responsible for the movement of critical host cell and pathogen encoded cargoes across the nuclear membrane into the cytoplasm. Inhibition of this process with ATG-527 (verdinexor) results in accumulation of these cargoes in the nucleus, where they promote an anti-inflammatory state and prevent key steps in pathogen replication from occurring. See "— Clinical-Stage Assets — ATG-010 (selinexor) — Mechanism of Action."

Third-party pre-clinical studies have demonstrated the broad spectrum anti-viral activity of ATG-527 (verdinexor), including against pandemic influenza strains and other viral classes, such as human immunodeficiency virus (HIV), respiratory syncytial virus (RSV), hepatitis C virus (HCV) and EBV. Pre-clinical studies also showed promising data of ATG-527 (verdinexor) in the treatment of SLE where it significantly reduced total and germinal center B cells, plasmablasts and plasma cell production in lupus mouse model.

Market Opportunity and Competition

SLE is an autoimmune disease that has one of the highest mortality and disability rates among autoimmune rheumatic diseases. There is no effective cure for SLE and currently available treatments are either limited in efficacy or poorly tolerated in a sizeable group of patients. The medications most commonly used to control SLE symptoms include corticosteroids, anti-malarial agents, non-steroidal anti-inflammatory drugs, immunosuppressants and biologics. Among these medications, although high doses of corticosteroids and immunosuppressants can be helpful in severe cases of SLE, the patients tend to progress and relapse over time and face a high risk of serious side effects. There thus remain significant unmet needs for new SLE therapeutics that are effective with a tolerable safety profile. According to Frost & Sullivan, there were 1.03 million SLE patients in China representing an estimated market size of RMB1.6 billion in 2019. Similarly, EBV infection is a life-threatening disease in both acute and chronic settings. Yet there has been no satisfactory treatment for EBV infection, especially for CAEBV infection, indicating a substantial market opportunity.

SINE compounds have demonstrated therapeutic potential in pre-clinical studies for SLE and viral diseases. For more information, please see "Industry Overview — Overview of Selected Therapies — XPO1 Inhibitors."

Competitive Advantages

- *Broad and differentiated non-oncology indication*s. In addition to its role in cancer, XPO1 is known to play a role in wound healing and neurological, inflammatory, viral and other diseases. Studies show that SINE compounds are active in inhibiting the replication of viruses and in reducing generation, survival and function of auto reactive immune cells, demonstrating their potential in treating viral diseases, including certain rare ones, and autoimmune diseases. ATG-527 (verdinexor) is currently being evaluated as a potential therapy for diseases such as influenza, EBV infection and SLE.

Several autoimmune diseases are driven by aberrant pro-inflammatory responses, particularly uncontrolled pro-inflammatory cytokine expression and NF-kB activation. These include SLE, a primary focus of research work with ATG-527 (verdinexor).

In addition, several viruses exclusively utilize XPO1 to shuttle cargos necessary for viral replication from the nucleus to the cytoplasm. Due to the stability of host gene targets compared to that of viruses which rapidly adapt for best fitness in hosts, targeting host genes may offer an approach to limit drug resistance. ATG-527 (verdinexor) has the potential to treat viral diseases through both inhibition of viral replication and suppression of inflammatory cytokine-mediated symptoms and shows significant anti-influenza activity in murine and ferret models. Pre-clinical data has shown efficacy of ATG-527 (verdinexor) in a number of viral models, including influenza and HIV.

- *Early encouraging safety data*. In 2015, Karyopharm conducted a randomized, double-blind, placebo-controlled, dose-escalating Phase I clinical trial of ATG-527 (verdinexor) in healthy human volunteers in Australia. This study was designed to evaluate the safety and tolerability of ATG-527 (verdinexor) in healthy adult subjects. Similar grade and frequency of AEs were reported from the patients in ATG-527 (verdinexor) and placebo arms, most of which were mild to moderate. No serious or severe AEs were observed. As such, we plan to continue to explore strategies to pursue the clinical development of ATG-527 (verdinexor) for viral, inflammatory and autoimmune indications.

Summary of Pre-clinical Data (based on published studies on ATG-527 (verdinexor))

ATG-527 (verdinexor) is effective in reducing nephritis in the NZBW/F1 mouse model, and dramatically reduced autoreactive plasma cells (PCs). PCs have also been studied in human lupus *ex vivo* to further define whether SINEs directly decrease PC survival and/or generation, and ATG-527 (verdinexor) treatment significantly reduced the number of antibody-secreting cells (ASCs) from healthy and SLE donor peripheral blood mononuclear cells (PBMCs) as well as bone marrow mononuclear cells (BMMCs) (IC50 = 0.1uM). Upon *ex vivo* ATG-527 (verdinexor) treatment (0.5uM), the levels of live blood plasmablasts and bone marrow CD19+ PCs were reduced by 30% with an increased level of apoptotic cells. In contrast, *ex vivo* ATG-527 (verdinexor) treatment had no effect on naïve B cells and T cells from healthy and SLE PBMCs and BMMCs. These results support the hypothesis that SINE compounds have a direct effect on PC survival and represent a novel treatment approach for SLE.

In another study, therapy with ATG-527 (verdinexor) twice weekly significantly inhibited SLE disease progression. Thus, researchers observed significantly decreased levels of germinal center B cells, plasma cells and plasmablasts in the bone marrow and the spleen with four weeks of induction therapy. The potent effect of SINE compound monotherapy on GC and autoreactive ASC was further highlighted by the pronounced elimination of GCs histologically and a reduction in autoreactive ASC achieved after four weeks of maintenance therapy administered once weekly. In a concurrent study, when combined with bortezomib, one-week ATG-527 (verdinexor) plus PI treatment resulted in a synergistic effect, significantly reducing in the number of autoreactive ASC, particularly in the bone marrow. ATG-527 (verdinexor) has

demonstrated efficacy by reducing generation and survival of autoreactive immune cells. The findings suggest the potential of SINE compounds to have a significant impact on SLE disease progression alone or in combination with currently utilized proteasome inhibitors.

In antiviral screening, ATG-527 (verdinexor) demonstrated varying levels of efficacy against infections with viruses such as EBV, the human cytomegalovirus (HCMV), Kaposi's sarcoma virus, adenoviruses, the BK virus, the John Cunningham virus, and the HPV. GLP toxicology studies suggest that antiviral activity can be achieved at a tolerable dose range, based on the safety profile of a previous Phase I clinical trial of ATG-527 (verdinexor) in healthy human volunteers. These results indicate ATG-527 (verdinexor) has the potential to be a broad spectrum antiviral agent for immunocompromised subjects for which vaccination is less effective.

Additional Ongoing and Planned Trials

We plan to conduct an open-label, single-arm Phase I/II clinical trial in China to investigate the safety, PK and preliminary efficacy of ATG-527 (verdinexor) monotherapy in approximately 60 patients with CAEBV infection. We anticipate to submit the IND application for this study in the last quarter of 2020. In addition, depending on the results of the clinical trial, we may seek expansion of the indication for ATG-527 (verdinexor) by conducting a clinical trial in China for the treatment of SLE in approximately 40 patients.

Licensing

We entered into a license agreement with Karyopharm on May 23, 2018 under which Karyopharm granted us rights to manufacture and exclusive rights to develop and commercialize four of Karyopharm's clinical-stage oral drug candidates (including ATG-527 (verdinexor)) in China and certain other countries and regions. On May 1, 2020, we entered into an amendment to the license agreement with Karyopharm, pursuant to which the licensed rights expanded to 17 APAC countries and regions. For more details about the licensing arrangement, please refer to "— Collaboration and Licensing Arrangements — Collaboration with Karyopharm."

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND MARKET ATG-527 (VERDINEXOR) SUCCESSFULLY.

ATG-008 (onatasertib)

ATG-008 (onatasertib), our other Core Product, is a second-generation, orally available mTOR kinase inhibitor being developed for the treatment of various advanced solid tumors and hematological malignancies. ATG-008 (onatasertib) blocks both mTORC1 and mTORC2, resulting in the induction of tumor cell apoptosis and a decrease in tumor cell proliferation.

We are currently conducting three Phase I/II clinical trials on ATG-008 (onatasertib) to assess, among others, the safety and efficacy of ATG-008 (onatasertib) as a mono-or combination therapy for HBV+ HCC and various solid tumors carrying certain genetic alternation. In addition, we have obtained the IND approval from the NMPA in July 2020 for a Phase II basket trial to assess ATG-008 (onatasertib) in various biomarker-driven solid tumors. We plan to start patient enrollment in the fourth quarter of 2020.

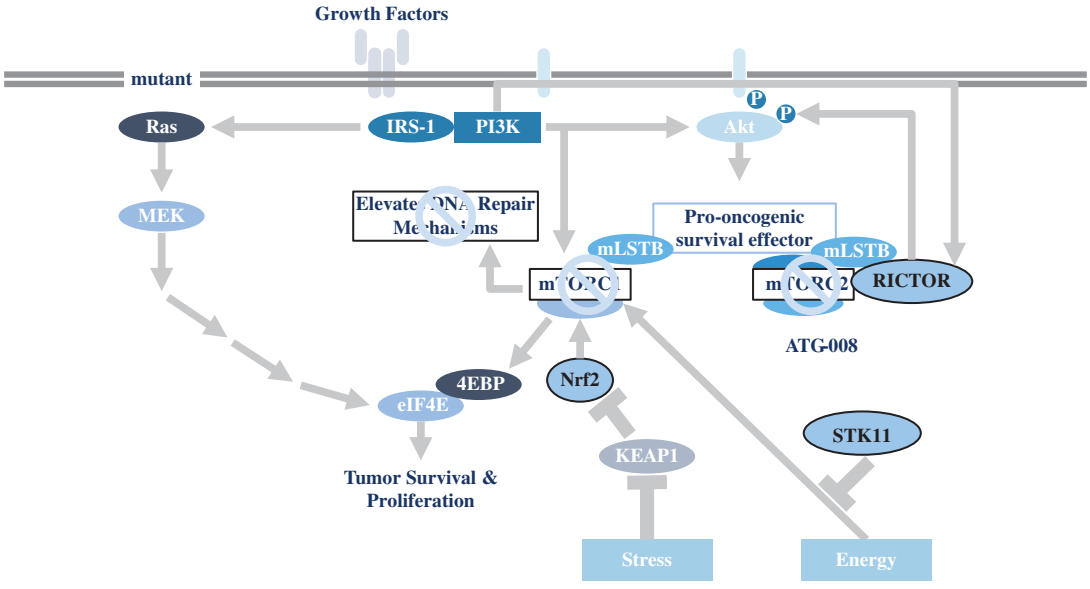
Mechanism of Action

mTOR is a serine/threonine kinase that regulates cell growth, metabolism, proliferation, and survival. mTORC1 and mTORC2 are critical mediators of the PI3K-AKT pathway, which are frequently mutated in many cancers, leading to hyperactivation of mTOR signaling.

Inhibitors of the mTOR pathway, such as rapamycin and its analogs (i.e., rapalogs), predominantly inhibit mTORC1, and the efficacy of rapalogs may be partially restricted by their failure to prevent AKT activation through mTORC2, a functionally distinct mTOR complex, or by their limited inhibition of mTORC1-mediated phosphorylation of the eukaryotic translation initiation factor 4E-binding protein 1 (4EBP1), which is a critical mediator of mTORC1's effects on cell proliferation.

ATG-008 (onatasertib) is an adenosine- 5'- triphosphate (ATP)-competitive inhibitor of the mTOR kinase that targets mTORC1 and mTORC2, preventing upregulation of AKT phosphorylation/activation, therefore differentiating it from the rapalogs. In pre-clinical studies, ATG-008 (onatasertib) exhibited potent inhibition of mTOR kinase (IC_{50} = 16 nM) with over 150-fold sensitivity over the related lipid kinase, PI3Kα.

The following diagram illustrates the mechanism of action of ATG-008 (onatasertib).



Source: Company data

Market Opportunity and Competition

HCC

Liver cancer can be classified into primary liver cancer and metastatic by the origins of the tumor cells. Primary liver cancer, which starts from the liver tissue, is more common in East Asia. According to Frost & Sullivan, liver cancer is the fourth most frequent cancer and the third leading cause of death from cancer in China, while the most common type is HCC, accounting for 85% to 90% of all patients with liver cancer. Among all HCC patients, 80%-90% suffer from chronic liver disease, mainly caused by hepatitis B or C virus infection, and over time, inflammation associated with chronic liver disease can lead to immunosuppression and the development of HCC. The incidence of China's liver cancer and HCC is much higher than the global average level, accounting for more than half of the world's new cases from China. In 2019, the number of HCC cases in China reached 369.4 thousand, which is expected to increase to 416.5 thousand and 473.4 thousand in 2024 and 2030 respectively, at a CAGR of 2.4% and 2.2% respectively, according to Frost & Sullivan. HBV+ HCC patients account for around 85% of HCC patients in China. Treatment options for HCC patients are limited in China, especially as patients reach later stages of progression. There are few choices of second-line and subsequent treatments for patients with stage IIIa or stage IIIb HCC, and only supportive care is available for patients at stage IV.

There are currently huge unmet clinical needs for the treatment of HCC that require the development of new drugs. The overall survival of HCC patients is relatively low, primarily due to HCC's fast progression. More than half of the patients are diagnosed as having advanced disease, when symptoms first appear. For patients with unresectable or advanced HCC, only 13% survived five years after diagnosis. For patients who have received liver resection, the five-year recurrence and metastasis rate after the resection is as high as 40% to 70%. For patients who have received liver transplantation, there is no cure for recurrence after the transplantation. Due to the poor efficacy of traditional systemic chemotherapy, there may not be drugs available for patients with advanced HCC who are unable to undergo surgery.

As of the Latest Practicable Date, there had been no approved drugs that specifically target HBV+ HCC in China. The majority of the small-molecule targeted therapies approved in China for HCC treatment are VEGFR/PDGFR inhibitors including lenvatinib, regorafenib and sorafenib. As of the Latest Practicable Date, there were 44 molecularly targeted therapy drug candidates under clinical development for HCC treatment in China, among which, one was developed for HBV+ HCC treatment. As of the Latest Practicable Date, ATG-008 (onatasertib) was the only mTOR inhibitor and the only drug candidate being developed for HBV+ HCC treatment. For more information, please see "Industry Overview — Overview of Selected Oncology Indications in China — Hepatocellular carcinoma (HCC)."

NSCLC

NSCLC accounts for about 85% of all lung cancers. NSCLCs are relatively insensitive to chemotherapy, in comparison with small cell carcinoma. The most common types of NSCLC are squamous cell carcinoma, which is particularly challenging to treat, and large cell carcinoma and adenocarcinoma. NSCLC has a large patient pool in China, which reached 761.0 thousand in 2019. The incidence of NSCLC in China is expected to further increase to 884.3 thousand in 2024, representing a CAGR of 3.0% from 2019, and reach 1041.7 thousand by 2030, representing a CAGR of 2.8% from 2024. RAS/RAF-mutant NSCLC patients account for 35% of the NSCLC patients in China, which is one of the most prevalent lung cancer types in China. There is a lack of treatment options globally for mutations other than EGFR and ALK, such as KRAS, NFE2L2, serine/threonine kinase 11 and RICTOR amplification. The treatment options available in China for patients with mutations other than EGFR and ALK are limited and only include PD-1 inhibitor, bevacizumab and chemotherapy, representing significant unmet medical needs.

There are significant unmet medical needs of NSCLC patients in China because of NSCLC's poor survival rate, complexity of different disease subtypes and drug resistance. As of the Latest Practicable Date, there were eight small-molecule targeted drugs approved for NSCLC treatment in China, and there were 131 small-molecule targeted drug candidates in China under clinical trial for NSCLC treatment in China. As of the same date, there was no mTOR inhibitor or SINE inhibitor for NSCLC treatment under clinical development in China, other than our development of ATG-008 (onatasertib) and ATG-010 (selinexor). The next-generation mTOR inhibitor has demonstrated improved efficacy, broad antitumor activity and synergistic antitumor effect on multiple tumor types based on available pre-clinical and clinical trial data. For more information, please see "Industry Overview — Overview of Selected Oncology Indications in China — NSCLC."

Competitive Advantages

- *Improved efficacy profile compared to first-generation mTOR inhibitors*. ATG-008 (onatasertib) is potentially a first-in-class, second-generation mTOR inhibitor, which has advantages over first-generation drugs by inhibiting both mTORC1 and mTORC2. ATG-008 (onatasertib) inhibits the kinase-dependent functions of both mTORC1 and mTORC2, and blocks the feedback activation of PI3K/AKT signaling through mTORC1 and mTORC2. As such, ATG-008 (onatasertib) is more potent than first-generation mTOR1 inhibitors. In both clinical and pre-clinical studies, ATG-008 resulted in more complete inhibition of the mTOR pathway biomarkers and improved antiproliferative activity as compared with rapamycin, which is a first-generation mTOR inhibitor.

- *Broad and synergistic antitumor activity*. Five clinical studies of ATG-008 (onatasertib) have been completed and four other clinical studies are ongoing. Over 400 subjects (including 50 healthy volunteers) have been dosed with ATG-008 (onatasertib). Preliminary evidence from these trials suggested that ATG-008 (onatasertib) has broad antitumor activity across multiple solid and hematological malignancies, with a particularly encouraging signal of activity in subjects with unresectable HBV+ HCC. A Phase III study of everolimus, an mTOR inhibitor, showed its antitumor effects for HBV+ patients with advanced HCC for whom sorafenib fails or who cannot tolerate sorafenib, and such treated HBV+ patients had prolonged overall survival (HR, 0.64; 95% CI, 0.45-0.93). Other studies have also shown synergies between ATG-010 (selinexor) and mTOR inhibitors in repressing mTORC1 signaling and inducing MM cell death which warrants further study of combination therapy of our two internal assets ATG-008 (onatasertib) and ATG-010 (selinexor). In addition, pre-clinical animal tests suggest that the combination of mTOR inhibitors with anti-PD-1 monoclonal antibodies has a synergistic antitumor effect on multiple tumor types. As such, we are currently developing ATG-008 (onatasertib) in combination with ATG-010 (selinexor) and an anti-PD-1 antibody.

Summary of Clinical Trial Data

Multiple clinical trials of ATG-008 (onatasertib) have been completed by Celgene and its partners worldwide, including five Phase I or Phase II clinical trials in the U.S., the U.K., France, Spain and Australia. One Phase Ib clinical study is ongoing for patients with R/R DLBCL.

Phase I/II CC-223-ST-001 Clinical Trial Conducted by Celgene (based on Celgene's investigator's brochure on CC-223 dated as of November 8, 2019 and public disclosures)

Overview. CC-223-ST-001 was a first-in-human, Phase I/II dose escalation and expansion clinical study to assess the safety, tolerability, PK and preliminary efficacy of CC-223 (onatasertib) in subjects with solid tumors and hematological malignancies. The available trial data showed that CC-223 (onatasertib) was tolerable, with manageable toxicities. Preliminary antitumor activity, including tumor regression, and evidence of mTORC1/mTORC2 pathway inhibition were observed.

Trial Design. During the dose escalation phase (Phase I), 28 subjects were treated with continuous once-daily (QD) dosing across five dose levels from 7.5 mg to 60 mg. The dose of 45 mg QD was selected for the expansion phase (Phase II) of this study, which was conducted in 198 subjects across seven tumor types, including HCC, NSCLC, glioblastoma multiforme (GBM), hormone receptor positive breast cancer (HRPBC), a neuroendocrine tumor (NET) of non-pancreatic origin, DLBCL and MM. In Phase II of the study, 53 patients with HCC received at least one dose of ATG-008 (onatasertib), and 41 were included in the efficacy-evaluable population. The primary endpoints of this study included safety and PK profile. The secondary endpoints were PD and efficacy.

Trial Status. This trial was initiated in July 2010 and was completed in November 2016.

Efficacy Data.

Phase I study: Twenty out of 28 patients were evaluable for efficacy. No patient had a complete response. One breast cancer patient (3.6%) in the 30-mg/d cohort had a partial response (PR). In addition, five patients had reduction in target lesions. The ORR (safety population) was 3.6% (90% CI, 0.2%-15.9%), and eight patients (29%) had stable disease (SD); therefore, the disease control rate was 32.1% (90% confidence interval, 17.9%-49.4%), and there was no clear dose dependence. Six patients had disease control durations of >100 days (range, 110-220 days), including two of three patients with breast cancer (1 PR and 1 SD) with disease control durations of 220 and 168 days, respectively.

Phase II HCC cohort: The median OS was 30.0 weeks (95% CI, 20.9 to 61.1). The difference between the dose groups was not statistically significant. The median OS in the HBV+ and HBV- subgroups was 52.4 weeks and 22.4 weeks, respectively, but the difference was not statistically significant. The ORR for the HCC cohort was 5.7% (95% CI, 1.2% to 15.7%). However, the ORR was much higher in patients who were HBV+: the ORR was 25.0% (95% CI, 5.5% to 57.2%) for patients who were HBV+ and 0% for those who were HBV-. Overall, no patient had a complete response; three (5.7%) subjects had partial responses (all three subjects were HBV+); and 26 (49.1%) patients had stable disease, of which eight were HBV+. The DCR for the HCC cohort was 54.7% (95% CI, 40.4% to 68.4%). By HBV status, the DCR was 91.7% (95% CI, 61.5% to 99.8%) for subjects who were HBV+ and 43.9% (95% CI, 28.5% to 60.3%) for those who were HBV-. The rate of target tumor shrinkage for the HCC cohort was 45.3% (95% CI, 31.6% to 59.6%). By HBV status, the target tumor shrinkage rate was 66.7% (95% CI, 34.9% to 90.1%) for subjects who were HBV+ and 39.0% (95% CI, 24.2% to 55.5%) for those who were HBV-.

Summary of Unconfirmed Best Overall Response Rate in the HCC Cohort Overall and by HBV Status in Phase II Follow-Up of Study CC-223-ST-001 (Treated and EE Populations)

	Treated Population			EE Population
	HBV+ (N=12)	HBV- (N=41)	Overall (N=53)	Overall (N=41)
Solid Tumor Response[a], n (%)				
CR	0	0	0	0
PR	3 (25.0)	0	3 (5.7)	3 (7.3)
SD	8 (66.7)	18 (43.9)	26 (49.1)	25 (61.0)
PD	1 (8.3)	5 (12.2)	6 (11.3)	6 (14.6)
NE	0	3 (7.3)	3 (5.7)	1 (2.4)
ND	0	15 (36.6)	15 (28.3)	6 (14.6)
ORR[b] (%) with 95% Clopper Pearson CI[c]	25.0 (5.5, 57.2)	0	5.7 (1.2, 15.7)	7.3 (1.5, 19.9)
DCR[d] (%) with 95% Clopper Pearson CI[c]	91.7 (61.5, 99.8)	43.9 (28.5, 60.3)	54.7 (40.4, 68.4)	68.3 (51.9, 81.9)
Rate of tumor shrinkage[e] (%) with 95% Clopper Pearson CI[c]	66.7 (34.9, 90.1)	39.0 (24.2, 55.5)	45.3 (31.6, 59.6)	56.1 (39.7, 71.59)

CI = confidence interval, CR = complete response, DCR = disease control rate, EE = Efficacy Evaluable; HBV = hepatitis B virus, HCC = hepatocellular carcinoma, ND = not done, NE = not evaluable for response, ORR = objective response rate, PD = progressive disease, PR = partial response, RECIST 1.1 = Response Evaluation Criteria in Solid Tumors Version 1.1, SD = stable disease.

[a] *Unconfirmed best overall response is best of all overall responses as assessed by investigator using RECISR 1.1.*

[b] *ORR = 10*(number of subjects with CR or PR/N).*

[c] *Clopper Pearson's exact binomial CI.*

[d] *DCR =100*(number of subjects with CR, PR, or SD/N).*

[e] *Rate of tumor shrinkage = 100*(number of subjects with 0%-100% tumor shrinkage/N).*

Source: Study CC-223-ST-001 Part B Follow-up Report.

Safety Data.

Phase I study: A total of 27 (96.4%) subjects had at least one TEAE. These included eight (88.9%) of the nine subjects in the 30 mg cohort and 100% of the subjects in the other four dosing cohorts. The most common TEAEs across all dosing cohorts were fatigue (in 67.9% of subjects overall), diarrhea (53.6%), nausea (50.0%), vomiting and hyperglycemia (each 42.9%) and mucosal inflammation and decreased appetite (each 39.3%). These AEs occurred in a larger proportion of subjects in the higher dose cohorts and thus may have been dose-dependent. These AEs were also most frequently attributed by the investigator to CC-223 treatment. A brief summary of TEAEs that occurred during this phase of the study is provided by dose cohort in the table below:

Summary of TEAEs in Phase I of Study CC-223-ST-001

	CC-223 Dosing Cohorts					
	7.5 mg (n=1)	**15 mg (n=2)**	**30 mg (n=9)**	**45 mg (n=9)**	**60 mg (n=7)**	**Overall (N=28)**
Subjects with at least one TEAE[a]	1 (100.0)	2 (100.0)	8 (88.9)	9 (100.0)	7 (100.0)	27 (96.4)
Subjects with at least one TEAE related[b] to study drug	1 (100.0)	1 (50.0)	8 (88.9)	9 (100.0)	7 (100.0)	26 (92.9)
Subjects with at least one NCI CTCAE Grade 3 or 4 TEAE	1 (100.0)	0	6 (66.7)	5 (55.6)	6 (85.7)	18 (64.3)
Subjects with at least one NCI CTCAE Grade 3 or 4 TEAE related to study drug	0	0	2 (22.2)	3 (33.3)	6 (85.7)	11 (39.3)
Subjects with at least one NCI CTCAE Grade 5 TEAE	0	0	2 (22.2)	1 (11.1)	1 (14.3)	4 (14.3)
Subjects with at least one NCI CTCAE Grade 5 TEAE related to study drug	0	0	0	0	0	0
Subjects with at least one serious AE	0	0	4 (44.4)	4 (44.4)	2 (28.6)	10 (35.7)
Subjects with at least one serious AE related to study drug	0	0	0	1 (11.1)	2 (28.6)	3 (10.7)

	CC-223 Dosing Cohorts					Overall (N=28)
	7.5 mg (n=1)	15 mg (n=2)	30 mg (n=9)	45 mg (n=9)	60 mg (n=7)	
Subjects with at least one TEAE leading to discontinuation of study drug	0	0	1 (11.1)	2 (22.2)	0	3 (10.7)
Subjects with at least one study drug-related TEAE leading to discontinuation of study drug	0	0	0	1 (11.1)	0	1 (3.6)
Subjects with at least one TEAE leading to study drug dose reduction/interruption	0	1 (50.0)	7 (77.8)	4 (44.4)	7 (100.0)	19 (67.9)
Subjects with at least one study drug-related TEAE leading lo study drug dose reduction/interruption	0	1 (50.0)	4 (44.4)	3 (33.3)	7 (100.0)	15 (53.6)

AE is adverse event; NCI CTCAE is National Cancer Institute Common Toxicity Criteria for Adverse Events (Version 4.0); TEAE is treatment-emergent adverse event.

[a] *TEAE is any AE occurring or worsening on or after the first treatment of the study drug, and within 28 days after the last dose of the study drug received.*

[b] *Related = suspected by investigator of being related to CC-223.*

Source: Study CC-223-ST-001 Part A CSR.

A total of 10 out of 27 subjects experienced at least one treatment-emergent SAE during the study; four (44%) subjects in the 30 mg and 45 mg cohorts, and two (29%) subjects in the 60 mg cohort. There were no SAEs in the 7.5 mg or 15 mg cohorts. Three subjects had at least one SAE suspected by the investigator to be related to CC-223. These were diarrhea and hyperglycemia (both in one subject) and pneumonitis (in one subject) in the 60 mg cohort, and pneumothorax (in one subject) in the 45 mg cohort (which was also suspected to be related to an underlying coccidioimycosis with a cavitary lesion).

Phase II study HCC cohort: A total of 53 (100%) subjects had at least one TEAE. The most common TEAEs within the HCC cohort were decreased appetite (64.2%), hyperglycemia (60.4%), and diarrhea and fatigue (58.5% each). These AEs occurred in a larger proportion of subjects in the higher dose cohorts and thus may have been dose-dependent. These AEs were also most frequently attributed by the investigator to CC-223 treatment. A total of 28 out of 53 (52.8%) subjects had at least one SAE. The only SAEs reported in more than one subject in this cohort were pneumonia and sepsis (in four subjects each), general physical health deterioration

(in three subjects), and pyrexia, dehydration, and hypotension (in two subjects each). A total of eight out of 53 (15.1%) had at least one SAE deemed by the investigator to be related to CC-223 during the study. The only drug-related SAE reported in more than one patient in this cohort was dehydration (in two subjects).

Ongoing Clinical Trials in the APAC Region

We are conducting two Phase II clinical trials and one Phase I/II clinical trial of ATG-008 (onatasertib) in the APAC region.

Phase II Clinical Trial (TORCH)

Overview. TORCH is a multi-center, open-label, single-arm Phase II clinical trial in China, Taiwan and South Korea to evaluate pharmacokinetics, safety and efficacy of ATG-008 (onatasertib) for the treatment of HBV+ HCC in patients who have previously received at least one systemic therapy. The lead coordinating principal investigator for this trial is Professor Shukui Qin, the director of National Drug Clinical Trial Agency of PLA 81 Hospital. Professor Pei-Jer Chen at the Hepatitis Research Center of the National Taiwan University Hospital is also one of the principal investigators of the trial.

Trial Design. We expect that the trial will enroll a total of approximately 75 patients at 28 clinical sites across China, Taiwan and South Korea. The primary endpoints for the TORCH trial are ORR, PK and safety data, while the secondary endpoints include other efficacy measurements such as OS, TTP, PFS, DCR, DoR, time to response (TTR) and survival rate at 6, 9 and 12 months.

Trial Status. We have completed the selection of 19 clinical sites in China, five clinical sites in Taiwan and six clinical sites in South Korea as of the Latest Practicable Date. The trial is in the patient enrollment stage and the first patient is dosed on August 7, 2018 in Taiwan. As of the Latest Practicable Date, we had recruited 35 patients for cohorts 1 and 2. As of the same date, we had also enrolled 13 additional patients for cohort 3. Enrollment of cohort 3 is still ongoing and enrollment of cohort 4 is expected to commence in 2021. Additionally, the study is still at the dose optimization stage, where the study steering committee has confirmed that there is no safety concern for 15mg QD, 30mg QD to 20mg BID.

Phase I/II Clinical Trial (TORCH-2)

Overview. TORCH-2 is an open-label Phase I/II dose escalation and expansion study in China in combination with TUOYI® (toripalimab) (developed by Shanghai Junshi Biosciences (Stock Code: 1877.HK)) in patients with advanced solid tumors (including HCC).

Trial Design. During the dose escalation phase (Phase I), approximately 18 subjects with advanced solid tumors will be treated with continuous once daily (QD) dosing across three dose levels from 15 mg to 30 mg in combination with the fixed TUOYI® (toripalimab) dosage of 240 mg every three weeks. The recommended Phase II dosage (RP2D), as determined in the Phase I study, will be used for the expansion phase (Phase 2) of this study, which will enroll approximately 20 subjects with HCC. For the Phase I study, primary endpoints are DLT, safety and tolerability, MTD and RP2D of the combined treatment. Secondary endpoints include PK, efficacy (ORR, DoR, DCR, PFS and OS). For the Phase II study, the primary endpoint is the ORR in advanced HCC patients. Secondary endpoints include further determination of the efficacy of the combined therapy (ORR, DoR, DCR, PFS and OS), safety and tolerability.

Trial Status. The trial is in the patient enrollment stage. The first patient was dosed in April 2020. As of the Latest Practicable Date, we had enrolled nine patients. The first two dose cohorts, 15mg and 20mg, has been cleared and the steering committee has agreed to proceed with the third dose cohort, 30mg.

Phase II Clinical Trial (ATG-008-TRUMP)

Overview. The ATG-008-TRUMP trial is an open-label Phase II study in China of ATG-008 (onatasertib) for the treatment of patients with advanced NSCLC harboring nuclear factor erythroid 2-like 2 (NFE2L2) mutation. The TRUMP trial is a multi-arm umbrella trial for NSCLC led by Professor Yilong Wu at Guangdong Lung Cancer Institute. The trial pioneers the clinical development in China with an innovative design that simultaneously investigates multiple novel agents (including ATG-010 (selinexor) and ATG-008 (onatasertib)) matched with NSCLC patients with different types of gene mutations (including KRAS and NFE2L2). The broad coverage of gene mutations under the TRUMP trial also facilitates patient enrollment and improves trial execution efficiency.

Trial Design. The study plans to enroll up to 30 patients with NFE2L2 NSCLC. The enrolled patients will be administered with 30 mg ATG-008 (onatasertib) QD for 28-day cycles until disease progression or intolerable toxicity. The primary endpoint is the ORR. Secondary endpoints include PFS, DoR, DCR, OS, safety and tolerability.

Trial Status. The trial has been initiated and is in the process of patient enrollment. As of the Latest Practicable Date, we have enrolled two patients.

Phase II Clinical Trial (BUNCH)

Overview: The BUNCH trial is a multi-center open-label, single-arm basket study of ATG-008 (onatasertib) for the treatment of patients with advanced solid tumors harboring NFE2L2, STK11, RICTOR or other specific genetic alterations.

Trial Design: Approximately 10 patients will be enrolled per each genetic alteration group in the study. ATG-008 (onatasertib) is the monotherapy for advanced solid tumors with 30mg QD. The clinical efficacy, safety and tolerability of ATG-008 (onatasertib) will be evaluated.

Trial Status: We obtained the IND approval of this trial in July 2020 and expect to initiate the trial by the end of 2020. As of the Latest Practicable Date, we had selected four sites. Most of the sites are in the process of obtaining approvals from their respective ethics committees.

Additional Ongoing and Planned Trials

We expect to expand our clinical efforts and assess ATG-008 (onatasertib) with additional indications. We plan to conduct a Phase II clinical trial in China in two cohorts, each with eight to 12 patients with sporadic or TSC-associated Lymphangioleiomyomatosis (LAM) (the LAUNCH trial). The primary endpoints of this planned trial are change of forced expiratory volume in one second (FEV1) and safety and tolerability of ATG-008 (onatasertib) at months six and 12. We also plan to conduct a Phase I/II clinical trial of a combined therapy of ATG-008 (onatasertib) and ATG-010 (selinexor) in patients with R/R DLBCL.

Licensing

Antengene Zhejiang entered into a license agreement with Celgene on April 5, 2017 under which Celgene granted to Antengene Zhejiang certain rights in ATG-008. In September 2018, after two amendments to the original license agreement, Antengene Zhejiang obtained rights to manufacture and exclusive rights to develop and commercialize ATG-008 for development and sale in 14 APAC countries and regions for therapeutic and prophylactic uses in oncology in humans. For more details about the licensing arrangement, please refer to "— Collaboration and Licensing Arrangements — Collaboration with Celgene."

Our R&D Work since In-Licensing

We have devoted a considerable amount of time and resources to the R&D work in relation to ATG-008 (onatasertib) since in-licensing and made significant progress.

TORCH Trial

In July 2017, our R&D team commenced the clinical trial design based on the Technical Guiding Principles for the Acceptance of the Overseas Clinical Trial Data of Drugs (接受藥品境外臨床試驗數據的技術指導原則) promulgated by the NMPA. Within the same month, we made a pre-IND application communication to the CDE of the NMPA and discussed the trial design of the TORCH trial, domestic manufacturing strategy and overall clinical strategy of ATG-008 (onatasertib) with the CDE.

We submitted the IND application for the TORCH trial to the NMPA, the TFDA and the MFDS in January 2018, February 2018 and February 2018, respectively. We subsequently received the IND approval to conduct the TORCH trial from the TFDA in March 2018 and from the MFDS and the NMPA in June 2018.

Prior to the initiation of the TORCH trial, our clinical team continued to devote significant resources to the TORCH trial to (i) analyze data on clinical needs, (ii) conduct central lab preparation, (iii) streamline kit procurement, (iv) develop and validate PK analysis methodology, (v) set up an electronic data capturing system, (vi) finalize the statistical analysis plan, risk management plan, medical monitoring plan, and data management plan, (vii) conduct site selection, (viii) apply for EC and HGRAC approvals and (ix) conduct meetings with principal investigators.

Other Trials

In addition to the TORCH trial, we have also initiated two other clinical trials for ATG-008 (onatasertib) in the APAC region, including Phase I/II TORCH-2 and Phase II TRUMP trials. Our clinical team has closely managed and supervised the day-to-day execution of these trials, by working with industry-leading CROs and SMOs. We also obtained the IND approval for the Phase II BUNCH trial and expect to initiate the trial by the end of 2020.

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND MARKET ATG-008 (ONATASERTIB) SUCCESSFULLY.

ATG-019

ATG-019 (KPT-9274) is a first-in-class, oral inhibitor of p21-activated kinase 4 (PAK4) and nicotinamide phosphoribosyltransferase (NAMPT). ATG-019 has demonstrated potent antitumor activity in pre-clinical studies and in animal models (dogs) with cancer (e.g., DLBCL). The compound is currently in Phase I clinical trial for evaluation of its safety, tolerability and efficacy in patients with advanced solid malignancies or non-Hodgkin lymphoma in the United States by Karyopharm and in Taiwan by us.

Mechanism of Action

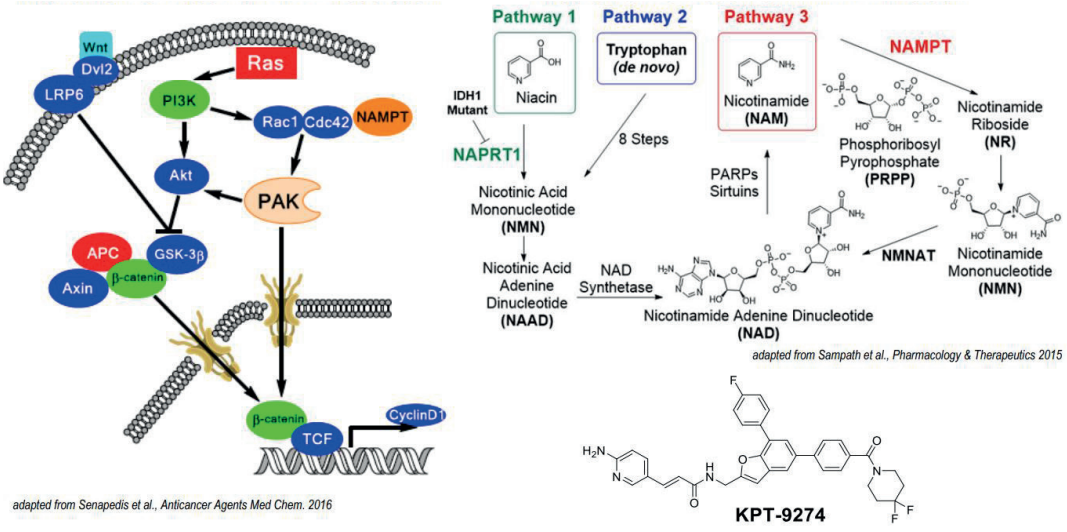
PAK4 is a member of the PAK family kinases and a signaling protein regulating numerous fundamental cellular processes, including intracellular transport, cellular division, cell shape and motility, cell survival, immune defense and the development of cancer. PAK4 interacts with many key signaling molecules involved in cancer such as β-catenin, CDC42, Raf-1, BAD and myosin light chain.

NAMPT is a pleiotropic protein with intra- and extra-cellular functions as an enzyme, cytokine, growth factor and hormone. It can be found in complex with PAK4. NAMPT is of interest as an oncology target because it catalyzes the rate-limiting step in one of the two intracellular salvage pathways that generate nicotinamide adenine dinucleotide (NAD). NAD is a universal energy- and signal-carrying molecule involved in mitochondrial function, energy metabolism, calcium homeostasis, antioxidation and paradoxical generation of oxidative stress, gene expression, immunological functions, aging and cell death.

Co-inhibition of PAK4 and NAMPT may lead to synergistic antitumor effects through energy depletion, inhibition of DNA repair, cell cycle arrest, inhibition of proliferation, and ultimately apoptosis. Hematological and solid tumor cells that have become dependent on both PAK4 and NAMPT pathways may be susceptible to single-agent cytotoxicity by ATG-019.

Mechanism of Action of PAK4 Modulation

Mechanism of Action of NAMPT Inhibition



Source: *Senapedis et al., Anticancer Agents Med Chem. 2016*

Note: *LPR6=low-density lipoprotein receptor-related protein 6; Dvl2=dishevelled segment polarity protein 2; Ras=renin-angiotensin system; P13K=phosphoinositide 3-kinases; Akt=protein kinase B; GSK-3β=glycogen synthase kinase 3 beta; APC=argon plasma coagulation; β-catenin=catenin beta-1; RAC1=ras-related c3 botulinum toxin substrate 1; cdc42=cell division control protein 42 homolog; PAK=p21-activated kinase; NAPRT1=nicotinate phosphoribosyltransferase domain containing 1; NAMPT=nicotinamide phosphoribosyltransferase*

Market Opportunity and Competition

PAK4/NAMPT dual inhibitors can accurately match and inhibit both targets, namely PAK4 and NAMPT, and the co-inhibition of PAK4 and NAMPT may lead to synergistic anti-tumor effects through energy depletion, inhibition of DNA repair, cell cycle arrest, inhibition of proliferation, and ultimately apoptosis. Since PAK4/NAMPT inhibitors do not

strongly inhibit a certain drug target, the adverse reactions and the resistance of diseases to drugs may be reduced as a result. Currently, there are no PAK4/NAMPT dual inhibitors approved for marketing and ATG-019 is the only candidate under clinical development worldwide (including China).

Competitive Advantage

- *First-in-class dual PAK4/NAMPT inhibitor with promising clinical profile*. ATG-019 is the only PAK4- and NAMPT-specific inhibitor currently in clinical development. Co-inhibition of these two targets leads to synergistic anti-tumor effects through energy depletion, inhibition of DNA repair, cell cycle arrest, inhibition of proliferation, and ultimately apoptosis. Normal cells are more resistant to inhibition caused by ATG-019 due in part to their relatively better genomic stability and lower metabolic rates. Hematological and solid tumor cells become dependent on both PAK4 and NAMPT pathways and are therefore much more susceptible to the single-agent cytotoxic effect of ATG-019.

  ATG-019 has also shown broad evidence of anticancer activities against hematological and solid tumor malignant cells while showing minimal toxicity to normal cells in vitro. In mouse xenograft studies, ATG-019 given orally has shown evidence of anticancer activity and tolerability. In the Phase I trial for advanced solid malignancies or non-Hodgkin lymphoma, among the 18 patients evaluable for preliminary efficacy, there were six (33%) with SD, with the longest one lasting for 7.3 months. The safety profile is manageable with evidence showing that niacin can be safely administered with ATG-019 and may improve tolerability, particularly with respect to anemia.

- *Synergistic with immune checkpoint inhibitors*. ATG-019 in combination with anti-PD-1 therapy showed improved antitumor efficacy over anti-PD-1 monotherapy in mouse tumor models, indicating combo therapy potential to treat anti-PD-1 resistant cancers. Research has shown high PAK4 expression is correlated with low T cell and dendritic cell infiltration and a lack of response to PD-1 blockade, which could be reversed with PAK4 inhibition. Lack of immune cell infiltration within tumors is the main mechanism of primary resistance to PD-1 blockade therapies for cancer. Given the positive early data and research findings, we plan to evaluate the combination of ATG-019 with an anti-PD1 monoclonal antibody in solid tumors.

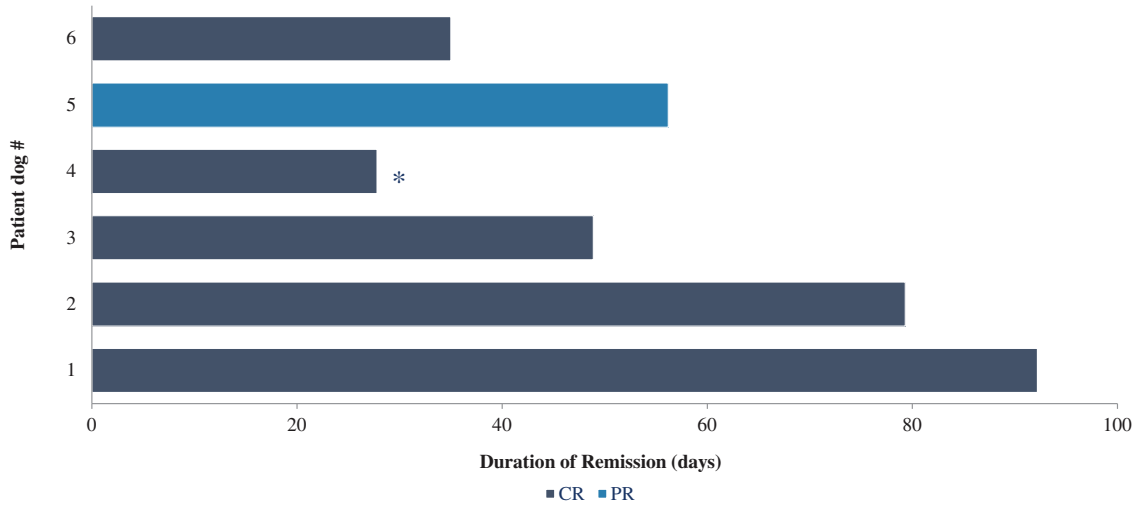
Summary of Pre-clinical Data (based on information publicly disclosed by Karyopharm)

In a pre-clinical study of KPT-9274 (ATG-019) as a single agent and in combination with doxorubicin (DOX) for the treatment of dogs with solid tumors or lymphomas, KPT-9274 (ATG-019) exhibits single-agent activity in canine spontaneous cancers. Moreover, the combination of KPT-9274 (ATG-019) and DOX has substantial biologic activity against canine Non-Hodgkin lymphoma, possibly through the activation of NAD-consuming enzymes such as

PARP1 by DOX when NAD generation was meanwhile blocked. Importantly, the drug combination was safe with no enhanced toxicity over DOX alone. This data supports the current trial of KPT-9274 (ATG-019) in a Phase I PANAMA human clinical trial of KPT-9274 (ATG-019) by Karyopharm.

In this pre-clinical study, doses up to 4 mg/kg KPT-9274 (ATG-019) were well tolerated with no grade ≥3 toxicities. At 4.5 mg/kg, one dog exhibited severe vomiting, diarrhea, collapse, anemia and thrombocytopenia, establishing 4 mg/kg as MTD. The PK of KPT-9274 (ATG-019) was dose proportional and consistent with healthy dogs. PDn markers (NAD levels) in tumors showed target engagement through NAD depletion as well as changes in PAK4 pathway biomarkers using IHC. Four patient dogs exhibited stable disease during treatment (three soft tissue sarcomas, one mast cell tumor) at doses ranging from 3 to 4.5 mg/kg. Of the six patient dogs with naïve lymphoma that received KPT-9274 (ATG-019) and a single dose of DOX, five achieved a complete response, one of which lasted for over three months. No unexpected toxicities were noted with the combination when compared to those expected from DOX alone.

Duration of Remission of Each Patient Dogs



* *Patient Dog #4 was withdrawn from study while in CR as the owner elected to pursue standard CHOP therapy.*

Source: *Karyopharm presentation on KPT-9274 Inhibits Cellular NAD and Synergizes with Doxorubicin to Treat Dogs with Lymphoma.*

Summary of Clinical Trial Data

Phase I Clinical Trial (PANAMA) (based on information publicly disclosed by Karyopharm)

Overview. The PANAMA trial is a first-in-human, multi-center, open-label Phase I clinical study with separate dose-escalation and expansion phases to assess preliminary safety, tolerability and efficacy of KPT-9274 (ATG-019) in patients with advanced solid malignancies or NHL for which all standard therapeutic options considered useful by the investigator have been exhausted.

Trial Design. The study expects to enroll 130 patients. This study has three arms, including KPT-9274 (ATG-019) orally administered three times a week every other day (QoDx3) (Part A), 500 mg niacin extended release (ER) co-administered with each dose of oral KPT-9274 (ATG-019) QoDx3 (Part B) and oral KPT-9274 (ATG-019) QoDx3 with a daily administration of 480 mg nivolumab (Part C). The primary endpoint for Parts A, B and C is the MTD. As of July 10, 2017, patients had been dosed in five cohorts: cohort 1 (10 mg QoDx3), cohort 2 (20 mg QoDx3), cohort 3 (30 mg QoDx3), cohort 3B (30 mg + niacin QoDx3) and cohort 4 (40 mg QoDx3).

Trial Status. This trial was initiated in June 2016 and is anticipated to be completed in May 2021. As of the data cut-off date on July 10, 2017, 21 patients were enrolled in the study.

Efficacy Data. Preliminary response data is available for 21 of the enrolled patients. Six of the 21 patients (28.6%) have had stable disease. Three of these six patients with stable disease have hypermethylation of the NAPRT1 promoter in their target tumor biopsies (i.e., negative for NAPRT1 expression). Three of the six patients who had stable disease are positive for NAPRT1 expression.

Safety Data. The most common TEAEs were anemia (13, 62%), arthralgia (9, 43%), fatigue (6, 29%), diarrhea (4, 19%), myalgia (4, 19%), increased ALT (3, 14%), edema (3, 14%), dizziness (3, 14%), flushing (3, 14%) and dyspnea (3, 14%). No drug-related AEs were observed at 10 mg and one DLT at 40 mg (G4 anemia). Although expected, no significant GI toxicity or thrombocytopenia was observed.

Ongoing Trial in the APAC Region

We are conducting a Phase I clinical trial of ATG-019 in Taiwan.

Phase I Clinical Trial (TEACH)

Overview. The TEACH trial is a multi-center, open-label Phase I clinical study in Taiwan with separate dose escalation and expansion phases to assess preliminary safety, tolerability and efficacy of ATG-019, alone or co-administered with niacin ER (starting dose of 500 mg), in patients with advanced solid tumors or for which all standard therapeutic options considered useful by the investigator have been exhausted and with progressive disease at study entry.

Trial Design. A standard 3+3 design will be used in the dose escalation phase for both ATG-019 alone and co-administered with niacin ER groups. In the dose escalation phase, we will determine the MTD, RP2D, PK and the safety profile for ATG-019 administered alone or with niacin ER. During the dose expansion phase, we will investigate the ORR, DoR, PFS, OS and TTP.

Trial Status. Patient enrollment for this study is ongoing. The first patient was dosed in March 2020. As of the Latest Practicable Date, we had enrolled seven patients and selected four clinical sites for this trial.

Additional Ongoing and Planned Trials

Subject to the TEACH trial data, we expect to expand our clinical efforts on ATG-019 to Mainland China and assess additional indications. In particular, we plan to conduct a Phase I/IIa clinical trial in approximately 40 patients with solid tumors (the TEACH-2 trial) to assess ATG-019 in combination with anti-PD-1 therapies. In pre-clinical mouse models, ATG-019 in combination with anti-PD-1 therapies showed improved antitumor efficacy over anti-PD-1 monotherapy, indicating the potential of the combined therapy to treat anti-PD-1 resistant patients.

Licensing

We entered into a license agreement with Karyopharm on May 23, 2018 under which Karyopharm granted us rights to manufacture and exclusive rights to develop and commercialize four of Karyopharm's clinical-stage oral drug candidates (including ATG-019) in China and certain other countries and regions. On May 1, 2020, we entered into an amendment to the license agreement with Karyopharm, pursuant to which the licensed rights expanded to 17 APAC countries and regions. For more details about the licensing arrangement, please refer to "— Collaboration and Licensing Arrangements — Collaboration with Karyopharm."

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND MARKET ATG-019 SUCCESSFULLY.

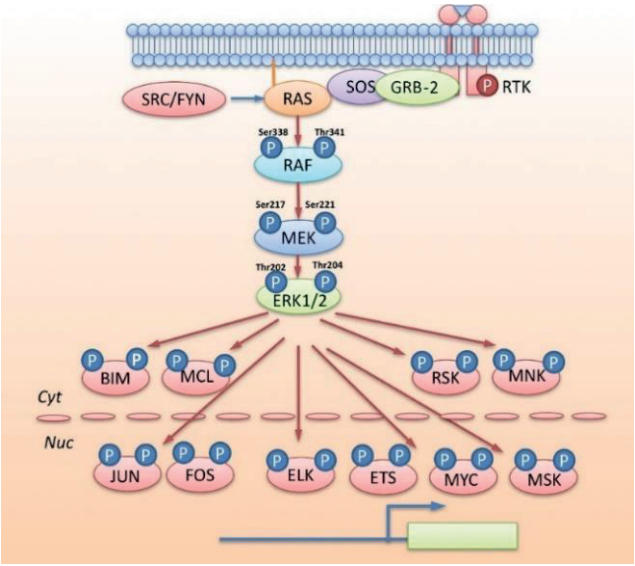
ATG-017

ATG-017 (AZD0364) is a potent and selective small molecule extracellular signal-regulated kinases 1 and 2 (ERK1/2) inhibitor currently under clinical development for the treatment of various solid tumors, non-Hodgkin lymphoma, acute myeloid leukemia (AML) and MM. We are conducting a Phase I clinical trial for the treatment of advanced solid tumors and hematological malignancies in Australia.

Mechanism of Action

ERK1/2 are related protein-serine/threonine kinases that function as terminal kinases in the RAS-MAPK signal transduction cascade. This cascade regulates a large variety of cellular processes, including proliferation. The RAS-MAPK pathway is dysregulated in more than 30% of human cancers with the most frequent alterations being observed in RAS or BRAF genes across multiple tumor types.

An ERK inhibitor enables the targeting of both RAS and BRAF mutant diseases. In nonclinical pharmacology studies, ATG-017 has demonstrated potent inhibition of ERK1/2 enzyme activity and tumor growth in vitro and in vivo.



Source: *F Liu et al. Acta Pharmaceutica Sinica B2018; 8(4): 552-562. Targeting ERK, an Achilles' Heel of the MAPK pathway, in cancer therapy.*

Note: *RAS=renin-angiotensin system, SOS=son of sevenless; GRB-2=growth factor receptor bound protein 2; RTK=receptor tyrosine kinase; RAF=renin-angiotensin system; MEK=MAPK/ERK kinase; ERK1/2=extracellular signal-regulated protein kinases 1 and 2; BIM=Bcl-2-interacting mediator; MRK=mantle cell lymphoma; RSK=ribosomal S6 kinase; MNK=MAPK-interacting kinase; MSK= mitogen-activated and stress-activated protein kinase.*

Market Opportunity and Competition

The RAS-RAF-MEK-ERK (MAPK) signaling pathway drives cell survival and proliferation. Dysfunction in the MAPK signaling pathway is a major trigger for the development of most cancer types. Inhibition of ERK1/2 prevents the activation of (MAPK)/ERK-mediated signal transduction pathways. This results in the inhibition of ERK-dependent tumor cell proliferation and survival. ERK1/2 locates downstream of the MAPK signaling pathway. When abnormalities occur in the MAPK signaling pathway, cell physiology is prone to be impaired or even induce cancers. As the "final manager" of the MAPK signaling pathway, targeted inhibition of ERK1/2 is expected to be used for treating cancers caused by abnormal activation of the MAPK signaling pathway, and may also be effective for patients that are already resistant to other target inhibitors of the MAPK signaling pathway.

While inhibitors of RAF and MEK have been successfully developed and are now commercially available, to date no ERK1/2 inhibitors are approved, but several inhibitors targeting ERK1/2 have entered the clinical stage. For more information, please see "Industry Overview — Overview of Selected Therapies — ERK1/2 inhibitors."

Competitive Advantages

- *Best-in-class potential.* ATG-017 is a potent and selective small molecule extracellular signal-regulated kinases 1 and 2 (ERK1/2) inhibitor with best-in-class potential. In pre-clinical studies, ATG-017 exhibits high cellular potency (IC_{50} = 6 nM) as well as excellent physicochemical and absorption, distribution, metabolism, and excretion (ADME) properties and has demonstrated encouraging antitumor activity. Compared to other ERK1/2 candidates in development, ATG-017 is more potent and has dual inhibition of catalysis (IoC) as well as prevention of action (PoA) activity with slow off-rate kinetics. ATG-017 also has a lower predicated efficacious dose in humans with higher maximum absorbable dose.

		ATG-017	GDC0994	BVD523	LY3214996	Differentiation
Potent ERK inhibitor with activity in relevant MAPK models	ERK potency and kinetics: • A375 Cell pRSK/pERK IC_{50} (uM) • Mechanism of action • Cell proliferation Calu 6/A375 GI_{50} (uM) • $T_{T/2}$ (non-phosphorylated/ phosphorylated ERK)	0.006/0.002 IoC and PoA 0.2 /0.06 194/277 mins	0.09/0.03 IoC and PoA 2.3/0.15 1.2/0.8 mins	0.16/3 IoC 0.5/0.19 2.8/26 mins	0.32/NT IoC + PoA(tbc) 1.1/NT 2.44/10.2 mins	ATG-017 more potent in vitro and has dual IoC and PoA activity with slow off-rate kinetics
	Efficacy Calu6 @ 50 mg/Kg	>100% TGI (regression)	>100% TGI (100mg/kg QD)	93% TGI	~15 hrs cover at >1 x pRSK IC50 @ 50 mg/kg; planning PD/efficacy	ATG-017 shows regression at 50 mg/kg
Flexibility to allow optimal pathway inhibition	Predicted dose to human Max absorbable dose/dose ratio Human half-life	20 mg BID 233 8 hrs (predicted)	200-400 mg BID*/** 0.5 23 hrs*	600 mg BID* 0.2 15 hrs (predicted)	NO	ATG-017 is a lower-dose compound with a higher MAD: dose ratio

* *clinical data from publications.*

** *dependent on dosing regimen.*

IoC = Inhibitor of catalysis; PoA = Prevention of Activation (as defined by A375 cell mode of action assay).

The data above are not from a single study on ATG-017, GDC0094, BVD523 and LY3214996.

- *Broad therapeutic potential driven by biomarkers.* The RAS/MAPK pathway is a major driving factor of oncogenesis and is dysregulated in approximately 30% of human cancers, primarily by mutations in the BRAF or RAS genes. The extracellular-signal-regulated kinases (ERK1 and ERK2) serve as central nodes within this pathway. The feasibility of targeting the RAS/MAPK pathway has been demonstrated by the clinical responses observed when BRAF and MEK inhibitors are employed in BRAF V600E/K metastatic melanoma; however, resistance frequently develops. Importantly, ERK1/2 inhibition may have clinical utility in overcoming acquired resistance to RAF and MEK inhibitors, where RAS/MAPK pathway reactivation has occurred, such as relapsed BRAF V600E/K melanoma. Hence, we believe ATG-017 has great clinical potential in broad therapeutic areas such as hematological malignancies and solid tumors harboring activating alterations in the RAS-MAPK pathway.

- *Synergistic with immune checkpoint inhibitors and KRAS inhibitors*. Combining ERK inhibitor and other MAPK kinase inhibitors would more effectively block the RAS-MAPK signaling. MAPK pathway inhibitors whose activity are attenuated due to feedback reactivation can be rescued with sufficient inhibition by using a combination of ERK and its upstream inhibitors. Thus, the KRAS and ERK combination, such as the combination of ATG-017 and ATG-012, has the potential to more effectively suppress MAPK pathway signaling and tumor growth. Additionally, studies have shown that PD-L1 upregulation was dependent on MAPK signaling pathway, and thus the dual inhibition of the ERK1/2 pathway can downregulate PD-L1 expression, thus potentially achieving better anticancer effect.

Ongoing Clinical Trials in the APAC Region

We are conducting a Phase I clinical trial of ATG-017 in Australia.

Phase I Clinical Trial (ERASER)

Overview. The ERASER trial is a multi-center, open-label, dose escalation study in Australia to investigate the safety, pharmacokinetics and preliminary efficacy of ATG-017 as a monotherapy in patients with advanced solid tumors and hematological malignancies. The lead principal investigator for this trial is Associate Professor Jayesh Desai, a medical oncologist at the Peter MacCallum Cancer Centre.

Trial Design. We expect that the trial will enroll a total of approximately 60 patients in Australia. ATG-017 will be administered orally on an empty stomach QD in the first cohort of solid tumors group and BID 12 hours apart (no food or drink other than water for two hours prior to, and for one hour after study treatment administration) in other cohorts. All doses of ATG-017 should be taken at approximately the same time each day. Patients will receive study treatment in 21-day cycles. The primary endpoints for the ERASER trial are AEs and SAEs, while the secondary endpoints include PK and efficacy measurements, including plasma concentrations, ORR, DoR and PFS.

Trial Status. We have received the acknowledgment from Therapeutic Goods Administration in August 2020. As of the Latest Practicable Date, we had selected five clinical sites. The first patient was dosed in September 2020. The first dose cohort, 5mg QD, has been cleared and the steering committee has agreed to proceed with the second dose cohort, 5mg BID.

Additional Ongoing and Planned Trials

Subject to the data from the ERASER trial, we plan to conduct dose expansion trials in identified cancer types to further evaluate its monotherapy activity in Australia, the United States and China. Other than the ERASER trial, we plan to explore the combination of ATG-017 with ATG-012, ATG-008 (onatasertib), MEK inhibitors and immune checkpoint modulators, including ATG-101.

Licensing

We entered into a license agreement with AstraZeneca AB on November 2, 2019 under which AstraZeneca granted us an exclusive global right to develop, manufacture and commercialize ATG-017. For more details about the licensing arrangement, please refer to "— Collaboration and Licensing Arrangements — Collaboration with AstraZeneca."

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND MARKET ATG-017 SUCCESSFULLY.

Selected Pre-clinical Stage Drug Candidates

In addition to our clinical-stage assets, we have internally developed six drug candidates that are at pre-clinical stage, including one bispecific antibody, three monoclonal antibodies and two small molecules. We expect to submit IND applications for the following four drug candidates in Australia, the U.S. and China in the next 12 to 24 months.

ATG-101

ATG-101 is a novel PD-L1/CD137 (4-1BB) bispecific antibody being developed for the treatment of cancer. ATG-101 may activate antitumor immune effectors by simultaneously "removing the brakes" via blocking PD-L1/PD-1 binding and "stepping on the accelerator" via 4-1BB co-stimulation. In the presence of PD-L1 overexpressed cancer cells *in vitro*, ATG-101 showed significant and crosslinking-dependent 4-1BB agonist activity, while a combination of the two parental antibodies did not. These data suggest that ATG-101 simultaneously binds to PD-L1-positive cancer as well as T cells. Then PD-L1-positive cancer cells could mediate clustering of 4-1BB, leading to a potent tumor-localized T cell activation, thus enhancing therapeutic efficacy, and mitigating off-tumor toxicity simultaneously. Pre-clinical research has shown that the therapeutic efficacy of ATG-101 was superior to that of the combination of PD-L1 and 4-1BB antibodies according to the MoA abovementioned. We have been conducting pre-clinical studies on ATG-101. We have completed a mixed lymphocyte reaction assays, including a CD8+ T cell activation experiment, MLR cytokine release experiment, ADCC/CDC assay and affinity assay, and confirmed that the activation of PBMC by ATG-101 is PD-L1 dependent. We are also carrying out CMC-related work and additional in vivo pharmacology, GLP toxicity and translational studies on ATG-101. In 2020, we entered into a license agreement with Origincell, under which we obtained the exclusive global rights to develop, manufacture and commercialize ATG-101 and we are responsible for its further pre-clinical and future clinical development, manufacturing and commercialization. Origincell is eligible to receive from us certain upfront and milestone payments and royalties.

ATG-018

ATG-018 is a small molecule inhibitor targeting kinase ataxia telangiectasia mutated and rad3 related (ATR). ATR is a key regulator of the DNA-damage response and the apical kinase, which orchestrates the cellular processes that repair stalled replication forks (replication stress) and associated DNA double-strand breaks. Since DNA damage and replication stress are major sources of genomic instability, selective ATR inhibition has been recognized as a promising new approach in the treatment of cancer. ATR inhibitors can be sensitized with ARID1A, BRCA or ATM mutations, MYC or CCNE1 amplifications according to pre-clinical data in the Chinese cancer population.

ATG-022

ATG-022 is a humanized IgG1 monoclonal antibody against the human Claudin 18.2 (CLDN18.2) antigen. CLDN18.2 is dispersedly overexpressed on the surface of multiple tumor cells. For example, Claudin 18.2 is found to be positively expressed in 87% of primary gastric cancers and over 80% of LN metastasis. In pancreatic cancer, CLDN18.2 is positive in 45% to 90% in ductal adenocarcinoma and 34% in the metastatic lesion.

ATG-022 could bind to CLDN18.2 localized at the tumor cell surface and lead to the apoptosis of target cells by inducing potent antibody-dependent cell-mediated cytotoxicity (ADCC) and complement-dependent cytotoxicity (CDC). When conjugated with cytotoxic payloads, ATG-022 has also demonstrated potent ADC efficacy against tumor cells. Due to the high tumor specificity of CLDN18.2 distribution, ATG-022 could serve as the tumor recognition arm of bispecific antibodies. Based on its MoA, we believe ATG-022 has a strong combination potential with our other pipeline assets.

ATG-012

ATG-012 is a KRAS G12C inhibitor against KRAS oncoprotein, which is a GTPase and an essential mediator of intracellular signaling pathways that are involved in tumor cell growth and survival. In growth factor signaling pathways, the KRAS protein functions as a molecular switch, regulating proliferation by alternating between a guanosine diphosphate (GDP)-bound inactive form and a guanosine triphosphate (GTP)-bound active form capable of engaging downstream effector proteins to elicit a pro-proliferative response. Due to its unique MoA, we believe it has the potential to be combined with many other therapies, including many of our own pipeline assets. For example, when mTOR, a downstream target of PI3K-AKT pathway, is inhibited, MAPK can be activated via RAS. KRAS G12C inhibitors can mitigate the MAPK activation by blocking the RAS/RAF/MEK/ERK pathway when patients are treated with an m-TOR inhibitor such as ATG-008 (onatasertib). By targeting the same pathway, KRAS G12C inhibitors can also potentially sensitize the ERK inhibitors, such as ATG-017, in the cancer therapy.

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND MARKET ANY OF THE ABOVE PRECLINICAL-STAGE DRUG CANDIDATES SUCCESSFULLY.

COLLABORATION AND LICENSING ARRANGEMENTS

As of the Latest Practicable Date, all of our license partners are Independent Third Parties. We discuss and negotiate each license and/or collaboration arrangement on a case-by-case basis; therefore, the terms under each arrangement are customized. However, based on our understanding of the industry, and as advised by Frost & Sullivan, we also believe the overall arrangement under our collaboration agreements is consistent with general industry norms for similar kinds of products. As part of the global collaboration with our license partners, when applicable, we may participate in our license partners' global clinical studies by joining in the clinical studies with us taking the operational lead by conducting the screening, enrollment and treatment of patients and coordinating development, registration and commercialization in China and other specified territories where we have exclusive development and commercialization rights. As of the Latest Practicable Date, we have not received any monetary sponsorship from our collaboration partners in relation to our research and development efforts. Please see "Business" for detailed discussion on our products and late-stage clinical drug candidates and collaboration with our business partners.

Collaboration with Karyopharm

On May 23, 2018, we entered into a license agreement with Karyopharm Therapeutics Inc. ("Karyopharm") as amended on May 1, 2020 (the "Karyopharm Agreement") concerning the exclusive right to develop and commercialize selinexor (ATG-010), eltanexor (ATG-016), KPT-9274 (ATG-019) and verdinexor (ATG-527) (the "Karyopharm Licensed Products") in China, Taiwan, Hong Kong, Macao, South Korea, Brunei, Cambodia, Indonesia, Laos, Malaysia, Myanmar, the Philippines, Singapore, Thailand, Vietnam, Australia and New Zealand (collectively, the "Antengene Territory under the Karyopharm Agreement") and, subject to our election, the non-exclusive right to manufacture the Karyopharm Licensed Products for the aforementioned purposes.

Pursuant to the Karyopharm Agreement, Karyopharm granted us an exclusive (even as to Karyopharm and its affiliates), royalty-bearing, transferable, sublicensable license under specified Karyopharm patent rights, including any joint patent rights, and know-how, including any joint know-how, to develop, use and commercialize, including to market, promote, distribute, import, export, offer to sell and sell the Karyopharm Licensed Products in the Antengene Territory under the Karyopharm Agreement in certain fields, and subject to an election by us, a non-exclusive, royalty-free, nontransferable, sublicenseable license under the specified Karyopharm patent rights and know-how to manufacture or have manufactured the Karyopharm Licensed Products in any country solely for development and commercialization within such Antengene Territory under the Karyopharm Agreement. If we decide not to manufacture the Karyopharm Licensed Products, then we may purchase the Karyopharm Licensed Products from Karyopharm under the Karyopharm Agreement and subject to the entrance of a mutually acceptable commercial supply agreement. In addition, pursuant to the Karyopharm Agreement and to avoid conflict between our intellectual property rights with the development, manufacturing or commercialization of the Karyopharm Licensed Products by Karyopharm outside the Antengene Territory under the Karyopharm Agreement, we grant

Karyopharm a license under our related technology to develop, manufacture, have manufactured, use and commercialize the Karyopharm Licensed Products outside the Antengene Territory under the Karyopharm Agreement. Such license to Karyopharm is non-exclusive with respect to certain of our patent rights and know-how and exclusive with respect to certain of our patent rights and know-how generated or acquired both in connection with the development, manufacturing or commercialization of the Karyopharm Licensed Products under the Karyopharm Agreement.

In consideration of granting us such license under the Karyopharm Agreement, Karyopharm received a one-time upfront payment of US$12 million and another one-time upfront payment of US$12 million for agreement amendment from us. Karyopharm is eligible to receive up to an additional aggregate amount of US$158 million milestone payments in cash. Karyopharm is also eligible to receive tiered single-to double-digit royalties based on net sales of the Karyopharm Licensed Products in the Antengene Territory under the Karyopharm Agreement. Such royalties may be subject to a reduction pursuant to the terms and conditions set forth in the Karyopharm Agreement.

Under the Karyopharm Agreement, we will be responsible for the development and commercialization of selinexor (ATG-010), eltanexor (ATG-016) and KPT-9274 (ATG-019) for the diagnosis, treatment and/or prevention of cancer in humans and verdinexor (ATG-527) for diagnosis, treatment and/or prevention of indications in certain diseases, such as SLE and inflammation and viral infection, in the Antengene Territory under the Karyopharm Agreement. We must use commercially reasonable efforts to develop and obtain regulatory approval for the Karyopharm Licensed Products in the Antengene Territory under the Karyopharm Agreement, and we are responsible for all costs and expenses incurred by us or on behalf of us associated with such activities.

In accordance with the Karyopharm Agreement, we and Karyopharm established a joint operating committee with equal representation from each party to coordinate, oversee and make decisions in relation to the development, commercialization and manufacturing activities under the Karyopharm Agreement. In the event that the joint operating committee cannot agree on a decision, however, we shall have final decision-making authority with respect to matters in the Antengene Territory under the Karyopharm Agreement and Karyopharm shall have final decision-making authority with respect to matters in Karyopharm's territories.

Subject to the terms of the Karyopharm Agreement, in the development and commercialization of the Karyopharm Licensed Products, we and Karyopharm will each solely own the entire right, title and interest in and to all inventions and discoveries first made or discovered solely by us or Karyopharm, respectively. In addition, we and Karyopharm will jointly own an individual equal interest in certain inventions, patent rights and know-how based on jointly conceived intellectual property that relates to the Karyopharm Licensed Products (the "Joint Intellectual Property"). Karyopharm retains control of the prosecution and maintenance of its patent rights under the Karyopharm Agreement, and we have the right to provide input into the prosecution of Karyopharm's patent rights. We retain sole control of the prosecution and maintenance of our patent rights under the Karyopharm Agreement.

Karyopharm has the first right to enforce our patent rights in its territories and the first right to enforce its patent rights worldwide. We have step-in rights at our sole expense to enforce such rights should Karyopharm choose not to enforce. We retain the first right to enforce our patent rights in the Antengene Territory under the Karyopharm Agreement.

The Karyopharm Agreement may be terminated by either us or Karyopharm for cause or in the event the other party becomes insolvent or subject to bankruptcy-related events or proceedings. Upon termination for cause by us or Karyopharm, the licenses granted to us by Karyopharm shall terminate and the licenses we granted to Karyopharm will survive and be expanded to include the Antengene Territory under the Karyopharm Agreement, but Karyopharm will be required to pay us tiered single-to double-digit royalties for net sales of Karyopharm Licensed Products. Unless terminated earlier, the Karyopharm Agreement will expire upon the expiration of the royalty term for the last Karyopharm Licensed Product within the scope of the Karyopharm Agreement. Royalties shall be paid on a Licensed-Product-by-Licensed-Product and country-by-country basis within the Antengene Territory under the Karyopharm Agreement, with each such royalty term expiring on the later of (i) the expiry of the regulatory exclusivity period in such country in the Antengene Territory under the Karyopharm Agreement, (ii) the date of expiration of all Karyopharm patent rights, whose valid claim covers such Karyopharm Licensed Product in such country, or (iii) the 10th anniversary of the first commercial sale of such Karyopharm Licensed Product in such country.

A securities class action lawsuit was filed in the U.S. on July 23, 2019 against Karyopharm and certain of its current and former executive officers and directors as well as the underwriters of its public offerings of common stock conducted in April 2017 and May 2018. This complaint was voluntarily dismissed on March 12, 2020. A second complaint was filed by on September 17, 2019 against the same defendants with the exception of the underwriters (the "Lawsuit"). In April 2020, the court appointed a lead plaintiff, who filed an amended complaint on June 29, 2020 and a further amended complaint on October 13, 2020.

The amended complaint alleges violations of federal securities laws based on Karyopharm's disclosures in certain of its prospectus, annual reports, press releases and conference calls prior to the accelerated and conditional FDA approval for selinexor in July 2019 related to, among other things, the results from the STORM study in relation to selinexor, and seeks unspecified compensatory damages. The FDA granted conditional accelerated approval of selinexor for the treatment of R/R MM based on the results from the STORM study on July 3, 2019. According to Karyopharm's public disclosure filed with the U.S Securities and Exchange Commission on Form 10-Q on August 4, 2020, Karyopharm has reviewed the allegations and believe they are without merit and it has moved to dismiss the complaint on July 31, 2020. To our knowledge, Karyopharm plans to file an updated motion to dismiss in response to the amended complaint filed by the plaintiff on October 13, 2020.

Securities class action litigation is common to U.S. listed biotech companies as their stock prices often fluctuate along with the progress and results of their drug development. Most of such class actions in the U.S. are either dismissed, or are settled. Very few cases therefore proceed to trial. In the unlikely event that a case proceeds beyond motion to dismiss and

summary judgment, the parties typically enter into settlement discussions. Whether a case settles prior to trial depends on numerous factors, including perceived merits of the case from the plaintiff's and defendant's perspective relative to the time and expense of litigation. Cases are often settled out of court, especially if the defendant has an insurance policy that would cover most if not all of the potential settlement amount. In light of the forgoing and (i) Karyopharm's view that the Lawsuit is without merit, (ii) Karyopharm has insurance coverage for litigations of this type, (iii) Karyopharm is a revenue generating company which recently raised more than US$160 million in its follow-on offering in March 2020 after the Lawsuit was first filed and (iv) after the filing of the Lawsuit, the FDA granted conditional accelerated approval for R/R DLBCL in June 2020 and accepted the sNDA of selinexor in combination with bortezomib and dexamethasone as a second-line treatment for MM patients in July 2020, (v) after consulting its U.S. legal advisor, the Company is of the view that (a) the FDA made its official decision to grant the approval of selinexor to treatment patients with R/R MM on July 3, 2019, and (b) in the unlikely event of Karyopharm's bankruptcy due to the Lawsuit, the Company may retain its rights under the Karyopharm Agreement subject to certain limitations, we believe that the Lawsuit is unlikely to cause any material impact on ATG-010 (selinexor) or its FDA approvals, the Karyopharm Agreement or our collaboration with Karyopharm in general, and the Joint Sponsors concur with the Company's view.

As the Lawsuit concerns Karyopharm's alleged mistatement, the result of the Lawsuit, whether negative or positive, does not speak to the merit of ATG-010 (selinexor) in treating cancer patients nor to the validity of the Karyopharm Agreement. We have made significant progress in seeking regulatory approvals for ATG-010 (selinexor) after the Lawsuit was first filed, including IND approval from the NMPA for the TOUCH trial in January 2020 and IND acceptance by the NMPA for BENCH trial in October 2020. We are also actively discussing with the health authorities in Australia, South Korea, Taiwan, Singapore and Hong Kong for NDA submissions. Considering we have confirmed that the Lawsuit is only claiming for monetary loss instead of raising concerns over the drug's safety and efficacy, our PRC legal advisor is of the view that the Lawsuit will not adversely impact the NMPA's review process regarding ATG-010 (selinexor). As of the Latest Practicable Date, we have not received any inquiries or negative feedback from the NMPA or other regulatory agencies in the Antengene Territory regarding the Lawsuit. We do not therefore believe that the Lawsuit will impact the review process and decision by the NMPA and other relevant regulatory agencies in the Antengene Territory, and the Joint Sponsors concur with the Company's view.

For risks associated with this securities lawsuit against Karyopharm, please see "Risk Factors — Risks Relating to Our Business — Risks Relating to Our Reliance on Third Parties — Securities litigation or other litigation against our collaboration partners could cause substantial damages to them and may impact our collaboration."

As of the Latest Practicable Date, Karyopharm is an Independent Third Party.

Collaboration with Celgene

On April 5, 2017, Antengene Zhejiang entered into a license agreement with Celgene Corporation as amended and restated on June 7, 2017 and as further amended on September 25, 2018 (the "Celgene Agreement") concerning the exclusive right to develop and commercialize CC-223 (ATG-008) (now known as onatasertib) (the "Celgene Licensed Product") in mainland China, Hong Kong, Taiwan, Macao, South Korea, Singapore, Malaysia, Indonesia, Vietnam, Laos, Cambodia, Mongolia, the Philippines and Thailand (collectively, the "Antengene Territory under the Celgene Agreement"), for therapeutic (either as monotherapy or in combination with other therapies) and prophylactic uses in oncology in humans, but in all cases excluding any use in combination with, or for the production of, Chimeric Antigen Receptor (CAR)-T cells (the "Celgene Licensed Field"), and the non-exclusive right to manufacture the Celgene Licensed Product for the aforementioned purposes.

Pursuant to the Celgene Agreement, Celgene granted us an exclusive, royalty-bearing, sublicenseable license under specified Celgene patent rights and know-how to develop, use, offer for sale and sell the Celgene Licensed Product for the Celgene Licensed Field in the Antengene Territory under the Celgene Agreement, and a royalty-bearing, non-exclusive, sublicensable license to manufacture or have manufactured utilizing a CDMO approved by Celgene the Celgene Licensed Product for the Celgene Licensed Field for development and sale in the Antengene Territory under the Celgene Agreement. In addition, pursuant to the Celgene Agreement, we granted to Celgene an exclusive, fully paid-up, irrevocable, perpetual, sublicensable, worldwide license under our patents and know-how related to the development, manufacture and commercialization of the Celgene Licensed Product to research, develop, make, have made, import, use, offer for sale and sell Celgene Licensed Product anywhere in the world, excluding the sale of Celgene Licensed Product in the Antengene Territory under the Celgene Agreement, and to manufacture the Celgene Licensed Product anywhere in the world, including the Antengene Territory under the Celgene Agreement. Further, we are prohibited under the Celgene Agreement from researching, developing, manufacturing or commercializing any mTOR inhibitor other than the Celgene Licensed Product or from collaborating with, enabling, authorizing or otherwise granting any license, sublicense or rights to any third party to do the same.

In consideration for granting us such license under the Celgene Agreement, Celgene received a US$270,000 upfront payment, approximately US$170,000 of which was used as a capital contribution payment in exchange for 10% of our outstanding equity interests on a fully-diluted basis at the time of the Celgene Agreement. In addition, we will be obligated to pay Celgene royalties on total aggregate net sales generated by the Licensed Product in an amount equal to a low teens percentage of the portion that exceeds US$20 million. Celgene will retain all rights to onatasertib (ATG-008) in the rest of the world. Such royalties are subject to a reduction pursuant to the terms and conditions set forth in the Celgene Agreement.

Under the Celgene Agreement, we will be responsible for the development and commercialization of the Licensed Product for the Celgene Licensed Field. We must use commercially reasonable efforts to develop, including filing marketing authorization applications and obtaining marketing authorizations, and commercialize the Celgene Licensed Product for the Celgene Licensed Field in each country of the Antengene Territory under the Celgene Agreement. As part of this effort, we are responsible for all costs associated with development, commercialization and manufacturing activities for the Celgene Licensed Product for the Celgene Licensed Field conducted in the Antengene Territory under the Celgene Agreement.

Subject to the terms of the Celgene Agreement, in the development and commercialization of the Celgene Licensed Product, we will own all right, title and interest in and to all know-how conceived, discovered, developed or reduced to practice by or on behalf of us or any of our affiliates or sublicensees in performing activities under the Celgene Agreement other than (i) any such know-how that is an improvement, enhancement or other modification to the Celgene Licensed Product, Celgene's know-how or Celgene's confidential information (the "Celgene Know-How Improvements") or (ii) any right to file, prosecute and maintain all patents claiming or covering Celgene Know-How Improvements, Celgene's know-how or confidential information and the composition of matter or method of use of the Celgene Licensed Product, which shall be assigned to Celgene.

Celgene retains control of the filing, prosecution and maintenance of its patent rights in the Antengene Territory under the Celgene Agreement and will consider in good faith our comments throughout the process, and we have the right to step in should Celgene decide to cease prosecution or maintenance. We reimburse Celgene for the costs of prosecution and maintenance of its patent rights in the Antengene Territory under the Celgene Agreement. Celgene has the first right to enforce Celgene's patent rights, and we will have the right, prior to commencement of such suit or action brought by Celgene, to join such suit or action. Should Celgene elect not to enforce such rights, we and Celgene will discuss in good faith to agree on an alternative approach, and should we and Celgene mutually agree that we should have the right to initiate and prosecute an infringement suit, we may do so in our own name and on our own expense, while Celgene will have the right to join such suit or action and is entitled to half of any recovery after both parties have covered our respective legal expenses for such suit.

The Celgene Agreement may be terminated (i) by us without cause by giving 180 days' written notice to Celgene, (ii) by either us or Celgene for cause, (iii) by Celgene if we or our affiliates, sublicensees or subcontractors commence any interference or opposition proceedings or other challenge to the validity or enforceability of any Celgene patent or (iv) by Celgene upon a change of control of Antengene Zhejiang and related amendments to the Celgene Agreement reasonably requested by Celgene could not be agreed on. Unless terminated earlier, the Celgene Agreement will expire upon the expiration of the royalty term for the last Licensed Product within the scope of the Celgene Agreement. Royalties shall be paid on a Licensed-Product-by-Licensed-Product and country-by-country basis within the Antengene Territory under the Celgene Agreement, with each such royalty term expiring on the later of (i) the

expiration of the last to expire valid claim of a Celgene patent covering or claiming such Celgene Licensed Product or (ii) the fifteenth anniversary of the first royalty generating date of such Licensed Product in such country.

As of the Latest Practicable Date, Celgene is an Independent Third Party. Bristol-Myers Squibb, Celgene and the related logos appearing elsewhere in this prospectus are trademarks of Bristol-Myers Squibb Company.

Collaboration with AstraZeneca

On November 2, 2019, we entered into a license agreement (the "AstraZeneca Agreement") with AstraZeneca AB ("AstraZeneca") wherein AstraZeneca granted us an exclusive (even as to AstraZeneca and its affiliates), sublicenseable, worldwide license under specified AstraZeneca patent rights, know-how and regulatory documentation to manufacture, develop and commercialize certain ERK1/2 inhibitor compounds, including AZD0364 (ATG-017) (the "AstraZeneca Licensed Product") for all therapeutic, prophylactic, palliative and diagnostic uses in humans and animals. In consideration of granting us such license under the AstraZeneca Agreement, AstraZeneca is eligible to receive up to an aggregate amount of US$294 million in upfront and milestone payments. The milestone payments will become payable if certain future pre-specified development, regulatory and commercial milestones are achieved by us. AstraZeneca is also eligible to receive tiered single- to double-digit royalties based on future net sales of the AstraZeneca Licensed Product in China and the rest of the world. Such royalties may be subject to a reduction with respect to net sales on a country-by-country basis if events such as a generic version(s) of the AstraZeneca Licensed Product is made available occur in a given country.

Under the AstraZeneca Agreement, we will be responsible for the development and commercialization of the AstraZeneca Licensed Product. We must use commercially reasonable efforts to develop, obtain regulatory approval and commercialize the AstraZeneca Licensed Product, and we are responsible for all costs and expenses incurred by us or on behalf of us associated with such activities.

Subject to the terms of the AstraZeneca Agreement, we and AstraZeneca each own and retain all rights, title and interest in and to any and all inventions, patents and other intellectual properties under or in connection with the AstraZeneca Agreement, with inventorship and ownership of such rights being determined by the application laws in the U.S. We own all right, title and interest in the trademarks we use in connection with the AstraZeneca Licensed Product. We have the first right, and bear the cost and expense unless we decline to do so, of enforcing, prosecuting and maintaining our and AstraZeneca's patent rights under the AstraZeneca Agreement.

The AstraZeneca Agreement may be terminated by us without cause after a 90-day written notice, and by either us or AstraZeneca for cause or in the event the other party becomes insolvent or subject to bankruptcy-related events or proceedings. In addition, AstraZeneca can terminate the AstraZeneca Agreement if we, our affiliates or sublicensees challenge the

validity, enforceability or patentability of AstraZeneca's patents licensed to us under the AstraZeneca Agreement. In the event of termination, all licenses granted to us by AstraZeneca will be terminated, and we will grant to AstraZeneca a non-exclusive, perpetual, irrevocable, royalty-free sublicensable license to our intellectual property, information and regulatory documentation applicable to the AstraZeneca Licensed Product for AstraZeneca to develop, manufacture or commercialize the AstraZeneca Licensed Product. Unless terminated earlier, the AstraZeneca Agreement will expire upon the expiration of the royalty term on a country-by-country basis. Under the AstraZeneca Agreement, such royalty term with respect to a Licensed Product expires on the later of (i) the expiry of the last-to-expire AstraZeneca patent with claims covering the AstraZeneca Licensed Product in such country, (ii) the expiration of regulatory exclusivity period in such country for such AstraZeneca Licensed Product and (iii) the 10th anniversary of the first commercial sale of such AstraZeneca Licensed Product in such country.

As of the Latest Practicable Date, AstraZeneca is an Independent Third Party.

Collaboration with Origincell

On June 12, 2020, we entered into a license agreement (the "Origincell Agreement") with Shanghai Origincell Medical Technology Co., Ltd. (now known as Origincell Therapeutics Co., Ltd., "Origincell") which became effective on June 23, 2020, wherein Origincell granted us (a) an exclusive (even as to Origincell and its affiliates), sublicenseable, worldwide license under specified Origincell patent rights, know-how and regulatory documentation to develop, manufacture and commercialize certain anti-PD-L1/4-1BB bispecific antibody, known as YN-051 (ATG-101) (the "Origincell Licensed Product") and (b) a non-exclusive, sublicenseable, worldwide license under specified Origincell patent rights, know-how and regulatory documentation to develop, manufacture and commercialize any bi-specific or multi-specific antibody that is derived from YN-035 (anti-PD-L1 monoclonal antibody) or YN-006 (anti-4-1BB monoclonal antibody), that binds specifically to PD-L1 or 4-1BB and is not a Origincell Licensed Product (the "Origincell Derived Products"), for all therapeutic, prophylactic, palliative and diagnostic uses in humans and animals. In consideration of granting us such licenses under the Origincell Agreement, Origincell is eligible to receive an aggregate amount of US$2.5 million staged upfront payments and up to US$140 million milestone payments for the Origincell Licensed Product and up to US$0.5 million milestone payments for each of the Origincell Derived Products.

The milestone payments will become payable if certain future pre-specified development, regulatory and commercial milestones are achieved by us. Origincell is also eligible to receive tiered single-digit royalties based on future annual net sales of the Origincell Licensed Product worldwide. Such royalties may be subject to a reduction with respect to net sales on a country-by-country or region-by-region basis if events such as a generic version(s) of the Origincell Licensed Product being made available occur in a given country or region.

Under the Origincell Agreement, we will be responsible for the development and commercialization of the Origincell Licensed Product. We must use commercially reasonable efforts to develop, obtain regulatory approval and commercialize the Origincell Licensed Product, and we are responsible for all costs and expenses incurred by us or on behalf of us associated with such activities. Unless separately agreed, if we cannot develop at least one Origincell Licensed Product into pharmaceutical chemistry, manufacturing and controls stage within 12 months from the Origincell Agreement effective date, Origincell has right to terminate the Origincell Agreement by written notice to us.

Subject to the terms of the Origincell Agreement, we and Origincell each own and retain all rights, title and interest in and to any and all inventions, patents and other intellectual properties under or in connection with the Origincell Agreement, with inventorship being determined by the application laws in mainland China. We own all right, title and interest in the trademarks we use in connection with the Origincell Licensed Product.

Origincell retains control of the filing, prosecution and maintenance of its patent rights at Origincell's own expense under the Origincell Agreement and Origincell shall seek and consider our comments in good faith throughout the process, and we have the right to step in at our own expense should Origincell refuse to bear the patent costs in any country that we wish to obtain patent protection. We have the first right, and bear the cost and expense unless we decline to do so, of enforcing and prosecuting Origincell's patent rights under the Origincell Agreement.

The Origincell Agreement may be terminated by us without cause after a 90-day written notice, and by either us or Origincell for cause or in the event the other party becomes insolvent or subject to bankruptcy-related events or proceedings. Unless terminated earlier, the Origincell Agreement will expire upon the expiration of the royalty term on a country-by-country basis. On a country-by-country basis, upon the expiration of a royalty term in a country, the license granted under the Origincell Agreement shall survive and become non-exclusive, sublicenseable, perpetual, irrevocable, fully-paid-up and royalty-free for such country. Under the Origincell Agreement, such royalty term with respect to a licensed product expires on the later of (i) the expiry of the last-to-expire Origincell patent with claims covering the Origincell Licensed Product in such country and (ii) the 12th anniversary of the first commercial sale of such Origincell Licensed Product in such country.

As of the Latest Practicable Date, Origincell is an Independent Third Party.

RESEARCH AND DEVELOPMENT

We believe that R&D is key to driving our therapeutics strategy and maintaining our competitiveness in the biopharmaceutical industry. We are dedicated to enhancing our hematology- and oncology-focused portfolio by leveraging our world-class in-house R&D capabilities, which span from drug discovery to clinical development. As of the Latest Practicable Date, we had 53 members in our R&D team, and we plan to expand the R&D team to over 100 members by 2023. We opened our drug discovery center in Zhangjiang High-tech Park of Shanghai in October 2020, and it is expected to be staffed by more than 30 scientists focusing on research in the future.

Our R&D team members have extensive clinical development experience, including a proven track record in the development of drugs for the treatment of different types of lymphoma, leukemia and MM. Our R&D team possesses in-depth expertise in multiple disease areas, with a particular focus on oncology. Among our R&D team members, approximately 90% have obtained a post-graduate degree, and a majority of them have substantial R&D experience at multinational companies before joining us.

Our R&D team is led by Jay Mei, M.D., Ph.D., our founder, Chairman and CEO. Prior to founding us, Dr. Mei was a clinical research and development executive at Celgene. At Celgene, Dr. Mei was one of the leading members in the clinical development of multiple blockbuster drugs that represent the most significant part of Celgene's portfolio today, including REVLIMID®, which is among the best-selling oncology therapies worldwide, and was also involved in the clinical development of POMALYST®, also one of the best-selling oncology drugs worldwide, and IDHIFA®, a first-in-class drug for the treatment of acute myeloid leukemia.

We promote company-wide cross-function collaboration to identify and mitigate inherent risks early in the development of first-in-class, only-in-class and best-in-class therapies. For example, in implementing such approach, our senior R&D members serve across different functional teams, and our medical team will be involved from the project inception and throughout the pre-clinical development of our discovery projects. This enables our team to be familiar with the assets at an early stage so that they can formulate development ideas early on and provide feedback to the drug discovery team.

In addition, to empower our R&D team, achieve a lean operation and optimize the effectiveness and efficiency the drug development efforts for our innovative pipeline assets, we use a distributed drug development model by creating core development strategies in-house while selecting and delegating non-core tasks to the most suitable partners where we closely supervise and manage them to optimize the effectiveness and efficiency of our drug development efforts, and we expand our industry collaboration network by not only partnering with leading CROs, CDMOs and medical centers but also with academic institutions and other biotech companies with novel technology platforms. See "— Collaboration with CROs."

For the years ended December 31, 2018 and 2019 and the six months ended June 30, 2020, our R&D expenses were RMB115.8 million, RMB115.8 million and RMB169.9 million, respectively.

Drug Discovery and Pre-clinical Development

Our drug discovery effort is led by Dr. Bo Shan, Ph.D., Corporate Vice President of Discovery, Early Development and CMC. Dr. Shan has over 15 years of pharmaceutical experience in R&D in Europe and China. Dr. Shan holds a Ph.D. from Aston University in the U.K. Our drug discovery center at Zhangjiang High-Tech Park of Shanghai opened in October 2020 and will house more than 30 scientists.

We have a streamlined drug discovery process in identifying and validating potential therapeutic compounds. The discovery team makes proposals on the compound/antibody target for further investigation. Then, the R&D leaders from our discovery, clinical development and medical research teams review the proposals to assess the therapeutic compounds based on unmet clinical needs, competitive landscape and their fit with our corporate strategy. Our senior management will then approve the further investigation/in-house development, acquisition or in-licensing after such feasibility assessment.

Clinical Development

Our clinical development effort is led by Dr. Mei, our founder, Chairman and CEO. Each of our clinical development projects involves a joint and collaborative process involving clinical development, science and pipeline strategy teams and is initiated only after a comprehensive study on product profile, clinical/pre-clinical data, existing and anticipated treatment and competitive landscape, as well as commercial potential. For each proposed clinical development project, a feasibility assessment led by our medical team is conducted. A feasibility report is generated in the process and submitted to our review committee (composed of functional representatives from medical, clinical operations, CMC, pre-clinical, regulatory affairs and our project leadership teams), and a clinical development project meeting will be organized to assess factors such as the project's compatibility with our strategy, project feasibility, filing strategy, execution timetable, market and commercialization prospects and R&D resources available to either approve or reject the project. After approval, we assign a project lead for each of our clinical development project who formulates the study timetable and budget, and a medical lead who develops a detailed study protocol based on the compound's MoA and oversees the trial execution.

Collaboration with CROs

To efficiently and effectively achieve our R&D targets, we adopt a distributed drug development model, where we select the most suitable partners to optimize the effectiveness and efficiency of our drug development efforts, including working with industry-leading CROs to manage, conduct and support our pre-clinical research and clinical trials. For example, we engaged Tigermed (HKG: 3347), a leading and the largest clinical CRO in China, to conduct clinical trials for the TORCH trial for ATG-008 (onatasertib), and Covance, a global and comprehensive drug development company, to provide central laboratory management, sample collection and biological data analysis. WuXi Clinical is also among our third-party vendors, providing clinical trial services.

We select CROs based on various factors, such as their professional qualifications, research experience, therapeutic area experience, industry reputation, project specialty, project track record and data management system. In addition, we consider their ability to facilitate site selection, timely recruit patients and conduct complex clinical trials efficiently with high quality. We typically enter into a general service agreement with a CRO for clinical trial management services under which we execute separate work orders for each clinical development project. We closely supervise these CROs to ensure their performance in a manner that complies with our protocols and applicable laws, which in turn protects the integrity and authenticity of the data from our trials and studies.

Below is a summary of the key terms of an agreement that we typically enter into with our CROs:

- Services. The CRO provides us with services such as the implementation and management of a clinical research project as specified in the master agreement or a work order.

- Term. The CRO is required to perform its services within the prescribed time limit set out in each work order and in accordance with the KPIs agreed by both parties.

- Payments. We are required to make payments to the CRO in accordance with the payment schedule agreed by the parties.

- Risk allocation. Each party should indemnify the other party for losses caused by its negligence, recklessness, intentional misconduct or material breach of the master agreement or the work order.

We believe our ability to conduct large, high-quality clinical trials enables us to shorten the time required for drug development by generating the requisite data reliably and efficiently.

Research and Development for In-Licensed Drug Candidates

We promptly commence research and development activities after in-licensing drug candidates from our licensing partners. We have devoted a considerable amount of time and resources to the R&D of in-licensed drug candidates, and such efforts include but are not limited to: (i) the design of the clinical trials to be implemented in China and other applicable APAC markets and proactive communication with relevant regulatory authorities to obtain IND approvals (ii) the preparation of clinical trials, which includes analyzing data on clinical needs, conducting central lab preparation, streamlining kit procurement, developing and validating PK analysis methodology, setting up electronic data capturing system, finalizing statistical analysis plan, risk management plan, medical monitoring plan, monitoring plan and data management plan, conducting site selection, applying for EC and HGRAC approvals, and conducting meetings with principal investigators. We also engage third-party service providers, such as CROs, CDMOs and SMOs, to manage the day-to-day execution of clinical trials for most of our products under the close supervision and management of our research and development team. We set up standards of project management and clinical operations, and give detailed instructions and guidance to such third parties. Additionally, we invite leading experts in relevant areas and arrange training sessions for potential investigators in preparation for the clinical trials.

CHEMISTRY, MANUFACTURING AND CONTROL

Our CMC team is led by Dr. Bo Shan, our Corporate Vice President of Discovery, Early Development and CMC, who has over 15 years of R&D and manufacturing experience. As of the Latest Practicable Date, we had eight members within the CMC team, including one with a Ph.D. degree and one with a master's degree. Our CMC unit is an integral part of our R&D, and our CMC team based in Zhangjiang Hi-Tech Park, Shanghai and Shaoxing, China provides pre-clinical and clinical support throughout the drug development process.

- *Pre-clinical Support.* Our CMC team supports our drug discovery process by supervising and guiding our third-party CROs and evaluating the feasibility of potential drug candidates internally and in assessing in-licensing opportunities.

- *Clinical Support.* During the clinical trial stage, our CMC team works with our supply partners to secure high-quality GMP materials and to ensure the timely supply of drug products. This team also provides support for the necessary tech transfer and local manufacturing of some of the in-licensing projects.

Our CMC team will also be in charge of managing our manufacturing process in the future as we start commercial manufacturing of our drug candidates.

MANUFACTURING

We currently outsource the production of drug candidates to a limited number of highly reputable CDMOs. For example, STA Pharmaceutical and WuXi Biologics are the CDMOs we have engaged to provide small and large molecule manufacturing services. We have adopted procedures to ensure that the production qualifications, facilities and processes of our CDMOs comply with the relevant regulatory requirements and our internal guidelines. We select our CDMOs by reviewing a number of factors, including their qualifications, relevant expertise, production capacity, geographic proximity, reputation, track record, product quality, reliability in meeting delivery schedules, and the financial terms offered by them. We commission these CDMOs to develop and manufacture active pharmaceutical ingredients to support our clinical development. To monitor and evaluate the services performed by our CDMOs, we set a series of predefined specifications on in-process control and release tests, and review manufacturing-related documents, including batch records and quality control test results, to ensure specifications are met. In addition, we conduct annual audits and when there is deviation from process protocol, ad hoc special audits, on our CDMOs.

In anticipation of the near-term launch of ATG-010 (selinexor), we plan to address the manufacturing need for drug candidates that we currently procure from Karyopharm in a stepwise approach from initially cooperating with local CDMOs to expanding our internal manufacturing capacity and eventually manufacturing the Karyopharm Licensed Products in-house. We are developing our own manufacturing capability by installing manufacturing lines in an approximately 16,300 m^2 facility in Shaoxing, China, to package and manufacture our drugs candidates to fulfill a portion of our future clinical trial and commercialization needs. We have strategically selected Shaoxing as the site of our manufacturing facility as it is close to our clinical development center and drug discovery center in Shanghai and is becoming one of the national centers of the life science industry in China.

The approximately 16,300 m^2 building to house the manufacturing lines has been completed and we plan to build a GMP-compliant packaging line for ATG-010 (selinexor) by 2020 and build a GMP-compliant pilot and production line for solid dose drug products by 2021 in the Shaoxing manufacturing facility. The Shaoxing manufacturing facility is expected to commence packaging commercial ATG-010 tablets starting from 2022, after ATG-010 (selinexor)'s approval in China. The production capacity is estimated to be 28 million to 38 million tablets (up to 9.5 million pills blisters) annually under the standard working shift. The capacity can be doubled if the manufacturing facility operates under full working shift. Manufacturing lines for injectable drug products, biologics and cell therapy may be added in the future to accommodate the launch and commercialization of our other drug candidates.

We plan to acquire a packaging license in 2021 and a manufacturing license in 2022, complete the transfer of test method and process in 2021, and complete an on-site inspection by the Center for Food and Drug Inspection of NMPA in 2022.

COMMERCIALIZATION

Our management team has extensive experience in the commercialization of oncology drugs in the APAC region and led by them, we have assembled an experienced commercial team to ensure the successful commercialization of our drug candidates upon approval. As of the Latest Practicable Date, we had established a commercial team led by Lixin Yu, our director of sales and marketing, in China and by Thomas Karalis for the other APAC markets, with strategic oversight by John Chin for all markets. As we are at the inflection point of the launch and commercialization of ATG-010 (selinexor), we plan to expand our commercial team to support its initial launch upon receiving approval from the NMPA and other regulatory authorities in our target APAC markets. We expect to expand our commercialization capabilities in phases, where we have already set up a leadership team for the commercial launch of ATG-010 (selinexor) for the R/R MM indication, and we expect to start with a team of around 100 full-time sales representatives for the first one to two years after launch in China and expand it further to around 150 to 200 full-time sales representatives if ATG-010 (selinexor) is included in the national reimbursement drug list (NRDL) in China. For the other APAC markets, we plan to have a commercial team of around 50 people in 2021 in preparation for the potential launch of ATG-010 (selinexor). As additional indications or products, such as ATG-010 (selinexor) for R/R DLBCL in China, are approved and subsequently launched from our pipeline, we expect to continue to expand our commercial team.

As we prepare for the commercial launches of ATG-010 (selinexor), we have launched and provided medicine after assessing patient eligibility in relation to early access programs for cancer patients that have exhausted current treatment options across many APAC markets such as Australia, Singapore and New Zealand. In addition, our teams are in the process of conducting market research, refining the marketing and market access plans, and holding advisory board meetings with KOLs to gauge their understanding of the ATG-010 (selinexor) scientific data. We are also working with our licensing partner Karyopharm on international KOL initiatives to further develop ATG-010 (selinexor) across various cancers.

Overall, our core commercialization strategy is to leverage our own experienced commercial team to drive the penetration of our products, including the soon-to-be launched ATG-010 (selinexor). To achieve this, we will continue to expand our commercial team with industry veterans from both global multinational and domestic companies experienced in hematology and oncology products.

SUPPLIERS

During the Track Record Period, our suppliers primarily consisted of (i) licensors from which we obtained intellectual property rights in respect of our in-licensed drug candidates and (ii) CROs and CDMOs, who provide third-party contracting services for research and development. We select our suppliers by considering their product quality, industry reputation and compliance with relevant regulations and industry standards. During the Track Record Period, we have not procured raw materials or equipment for commercial manufacturing as none of our drug candidates had received marketing approvals.

For the years ended December 31, 2018 and 2019 and the six months ended June 30, 2020, our purchases from our five largest suppliers in aggregate accounted for 92.5%, 86.3% and 77.7% of our total purchases (including value-added tax), respectively, and purchases from our largest supplier accounted for 71.4%, 52.9% and 65.4% of our total purchases (including value-added tax), respectively. Purchases include raw materials, third-party contracting services for research and development purposes, equipment and administrative services. All of our five largest suppliers during the Track Record Period have been Independent Third Parties. Other than Celgene, none of our Directors, their respective associates nor any shareholder who, to the knowledge of our Directors, owned more than 5% of our issued share capital as at the Latest Practicable Date, has had any interest in any of our five largest suppliers during the Track Record Period.

The following table sets forth the details of our top five suppliers for the six months ended June 30, 2020:

No	Supplier	Purchased amount consolidated	% of total purchases	Products sourced	Location
		RMB'000			
1	A (a licensing partner)	82,959	65.4%	License Agreement	The U.S.
2	B (a licensing partner)	6,663	5.2%	License Agreement	China
3	C (a CRO)	3,987	3.1%	Clinical Research Organization Service	China
4	D (a CDMO)	2,921	2.3%	Chemical, Manufacturing and Control Service	China
5	E (a CRO)	2,122	1.7%	Clinical Research Organization Service	China

The following table sets forth the details of our top five suppliers for the year ended December 31, 2019:

No	Supplier	Purchased amount consolidated	% of total purchases	Products sourced	Location
		RMB'000			
1	F (a licensing partner)	49,690	52.9%	License Agreement	The U.K.
2	C (a CRO)	21,545	22.9%	Clinical Research Organization Service	China
3	G (a CRO)	4,928	5.2%	Clinical Research Organization Service	China
4	E (a CRO)	2,827	3.1%	Clinical Research Organization Service	China
5	H (a CDMO)	2,061	2.2%	Chemical, Manufacturing and Control Service	China

The following table sets forth the details of our top five suppliers for the year ended December 31, 2018:

No	Supplier	Purchased amount consolidated	% of total purchases	Products sourced	Location
		RMB'000			
1	A (a licensing partner)	76,280	71.4%	License Agreement	The U.S.
2	C (a CRO)	13,476	12.6%	Clinical Research Organization Service	China
3	I (a licensing partner)	4,314	4.0%	License Agreement	The U.S.
4	H (a CDMO)	2,944	2.8%	Chemical, Manufacturing and Control Service	China
5	J (a CDMO)	1,825	1.7%	Chemical, Manufacturing and Control Service	The U.S.

COMPETITION

The pharmaceutical and biopharmaceutical industries are characterized by rapidly advancing technologies, competition and a strong emphasis on proprietary drugs. While we believe that our development experience and scientific knowledge provide us with competitive advantages, we face potential competition from many different sources, including major pharmaceutical, specialty pharmaceutical and biopharmaceutical companies, academic institutions and public and private research institutions. Any drug candidates that we successfully develop and commercialize will compete with existing drugs and new drugs that may become available in the future.

We operate in the segments of the pharmaceutical, biotechnology and other related markets that address oncology diseases. There are other companies working to develop similar therapies in these fields. These companies include divisions of large pharmaceutical companies and biotechnology companies of various sizes. Many of the companies we are competing against or with which we may compete in the future have significantly greater financial resources and expertise in research and development, manufacturing, pre-clinical testing, conducting clinical trials, obtaining regulatory approvals and marketing approved drugs than we do. Mergers and acquisitions in the pharmaceutical and biopharmaceutical industries may result in even more resources being concentrated among a smaller number of our competitors. Smaller or early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These competitors also compete with us in recruiting and retaining qualified scientific and management personnel and establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies or products complementary to, or necessary for, our research and development.

Our commercial opportunity could be reduced or eliminated if our competitors develop and commercialize drugs that are safer or more effective, have fewer or less severe side effects, are more convenient, or are less expensive than any drugs that we or our collaborators may develop. Our competitors also may obtain NMPA or other regulatory approval for their drugs earlier than we obtain approval for ours, which could result in our competitors establishing a strong market position before we or our collaborators are able to enter the market. The key competitive factors affecting the success of all of our drug candidates, if approved, are likely to be their efficacy, safety, convenience and price.

For the competitive landscape of our specific drug candidates, please refer to "— Our Pipeline."

INSURANCE

We maintain insurance policies that we consider to be in line with market practice and adequate for our business. Our insurance policies cover adverse events in our clinical trials, but we do not maintain property loss insurance, product liability insurance or key person insurance. We maintain social welfare insurance for our employees in accordance with relevant PRC laws and regulations.

EMPLOYEES

The following table sets forth a breakdown of our employees by function as at the Latest Practicable Date:

Function	Number	% of Total
Research and Clinical Development	53	49.1
Manufacturing	6	5.6
Commercialization	22	20.4
Finance/Legal/HR/IT/Others	27	25.0
Total	108	100.0

As at the Latest Practicable Date, we had 86 employees in Shanghai, Beijing and Shaoxing, Zhejiang Province and 22 employees in other regions of China and overseas. In anticipation of the launch of ATG-010 (selinexor), we plan to further expand our commercialization team to have 100 full time employees by the end of 2021. See the sub-section headed "Commercialization" in this section for more details.

Employment Agreements with Key Management and Research Staff

We enter into standard confidentiality and noncompete and employment agreements with our key management and research staff. Our standard confidentiality and non-compete agreement prohibits the employee from competing with us, directly or indirectly, during his or her employment and for up to 24 months after the termination of his or her employment. The standard confidentiality and noncompete agreement also includes undertakings regarding the assignment of inventions and discoveries made during the course of the employee's employment. For further details regarding the terms of the confidentiality and noncompete and employment agreements with our key management, please refer to the section headed "Directors and Senior Management" in this prospectus.

We believe that we maintain a good working relationship with our employees. We have not experienced any significant labor disputes or any significant difficulty in recruiting staff for our operations. None of our employees are currently represented by labor unions.

Training and Development

We conduct new staff training regularly to guide new employees and help them adapt to the new working environment. In addition, we provide on-line and in-person formal and comprehensive company-level and department-level training to our employees on a quarterly basis in addition to on-the-job training. We also encourage our employees to attend external seminars and workshops to enrich their technical knowledge and develop competencies and skills. We also provide training and development programs to our employees and external training sessions from time to time to improve their technical skills and ensure their awareness and compliance with our various policies and procedures.

Employee Benefits

Our employees' remuneration consists of salaries, bonuses, share-based incentive plans, an employees' provident fund, and social security contributions and other welfare payments. In accordance with applicable laws in China and other relevant jurisdictions, we have made contributions to social security insurance funds (including pension plans, unemployment insurance, work-related injury insurance, medical insurance and maternity insurance) and housing funds for our employees. For more information, please refer to the section headed "Risk Factors — Risks Relating to Extensive Government Regulation — Failure to comply with relevant regulations relating to social insurance and the housing provident fund may subject us to penalties and adversely affect our business, financial condition, results of operations and prospects."

LAND AND PROPERTIES

We are in the process of installing plant and equipment in the multipurpose manufacturing center of approximately 16,300 m^2 owned by us in the Medical Industrial Parks in Shaoxing, Zhejiang Province in China. We do not have any property interest with a carrying amount of 15% or more of our consolidated total assets as of June 30, 2020. Therefore, according to Chapter 5 of the Listing Rules and section 6(2) of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong), this prospectus is exempted from compliance with the requirements of section 38(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to paragraph 34(2) of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance which requires a valuation report with respect to all of our Group's interests in land or buildings.

We rent a total of about 970 m^2 office space as our clinical development center, about 900 m^2 industrial space as our drug discovery center and about 690 m^2 office space used by our commercial team in Shanghai. The related rental agreements provide rental terms that expire from 2023 to 2024, renewable by giving the respective landlord three months' prior notice subject to the consent of the landlord.

We rent a total of about 260 m^2 in office space in Beijing, as our regulatory affairs centers. We have entered into two office rental agreements in connection with our office lease in Beijing, which provide a rental term that expires in June 2021 and August 2022, respectively. The office rental agreement provides a rental term that expires in June 2021. We also have the right to renew the lease by giving the landlord six months' prior notice subject to the consent of the landlord.

In addition to our facilities in China, we also have offices in Hong Kong and the United States, which are used as our overseas offices.

For more information, please see the section headed "Risk Factors — Risks Relating to Our Operations — Our leased property is subject to a title deficiency, and we could be required to seek alternative properties" in this prospectus.

INTELLECTUAL PROPERTY

Intellectual property rights are important to the success of our business. Our success depends, in part, on our ability to obtain and maintain patent and other intellectual property and proprietary protections for commercially important technologies, inventions and know-how related to our business, defend and enforce our patents, preserve the confidentiality of our trade secrets, and operate without infringing, misappropriating or otherwise violating the valid, enforceable intellectual property rights of third parties.

As of the Latest Practicable Date, we had filed six patent applications under PCT for ATG-012, ATG-018 and ATG-022, all of which are used as priority. A patent application in China and a patent application under PCT for ATG-101 have also been filed in 2018 by our business partner, Origincell, and the PCT application has already entered several national or regional phases, including Brazil, Chili, Egypt, EPO, Hong Kong, Israel, Japan, Mexico, Malaysia, Philippines, Singapore, Thailand, USA, and South Africa.

For ATG-010 (selinexor), ATG-016 (eltanexor), ATG-527 (verdinexor) and ATG-019 under the Karyopharm Agreement, our development and commercial rights are exclusive in China, Taiwan, Hong Kong, Macao, South Korea, Brunei, Cambodia, Indonesia, Laos, Malaysia, Myanmar, the Philippines, Singapore, Thailand, Vietnam, Australia and New Zealand. For ATG-008 (onatasertib) under the Celgene Agreement, our development and commercial rights are exclusive in China, Hong Kong, Taiwan, Macao, South Korea, Singapore, Malaysia, Indonesia, Vietnam, Laos, Cambodia, Mongolia, the Philippines and Thailand. We have the exclusive global rights to develop, manufacture and commercialize ATG-017.

In addition, we had exclusive rights to develop and commercialize certain licensed products under approximately 290 patents and patent applications globally as of the Latest Practicable Date. The following table summarizes the details of the granted patents and filed patent applications as of the Latest Practicable Date by our strategic partners in connection with our clinical-stage drug candidates that we believe are material.

Product	Scope of patent protections**	Patent applicant/holder	Jurisdiction	Patent status	Patent expiration***
ATG-010 (selinexor)*	Directed to hydrazide containing-nuclear transport modulators and uses thereof	KARYOPHARM THERAPEUTICS INC.	China, South Korea, Hong Kong, Taiwan, Singapore, Indonesia, Australia and New Zealand	Granted	2032
			China, Vietnam, Thailand, Australia and New Zealand	Pending	2032
	Directed to polymorphs of selinexor	KARYOPHARM THERAPEUTICS INC.	China, Hong Kong, Macao, South Korea, Singapore, Australia, New Zealand and Vietnam	Pending	2035
			China and Singapore	Granted	2035
ATG-016 (eltanexor)	Nuclear transport modulators and uses thereof	KARYOPHARM THERAPEUTICS INC.	China, Hong Kong, Australia, New Zealand, South Korea, Vietnam, Indonesia and Thailand	Pending	2034
			China, Macao, Hong Kong, Singapore and Australia	Granted	2034
ATG-527 (verdinexor)	Hydrazide containing nuclear transport modulators and uses thereof	KARYOPHARM THERAPEUTICS INC.	China, Vietnam, Thailand, Australia and New Zealand	Pending	2032
			China, South Korea, Hong Kong, Taiwan, Singapore, Indonesia, Australia and New Zealand	Granted	2032

Product	Scope of patent protections**	Patent applicant/holder	Jurisdiction	Patent status	Patent expiration***
ATG-008* (onatasertib)	Directed to mTOR kinase inhibitors for oncology indications and diseases associated with the mTOR/PI3K/Akt pathway	SIGNAL PHARMACEUTICALS LLC	China, Hong Kong, Indonesia, South Korea, Malaysia, the Philippines, Singapore, Taiwan and Vietnam	Granted	2029
			Thailand	Pending	2029
	Directed to pharmaceutical compositions of 7-(6-(2-hydroxypropan-2-yl) pyridin-3-yl)-1-((trans)-4-methoxycyclohexyl)-3,4-dihydropyrazino [2,3-b]pyrazin-2(1h)-one, a solid form thereof and methods of their use	SIGNAL PHARMACEUTICALS LLC	China, Hong Kong, Indonesia, South Korea, Malaysia, the Philippines and Singapore	Granted	2032
			The Philippines, Thailand and Vietnam	Pending	2032
	Directed to pharmaceutical compositions of 7-(6-(2-hydroxypropan-2-yl) pyridin-3-yl)-1-((trans)-4-methoxycyclohexyl)-3,4-dihydropyrazino [2,3-b]pyrazin-2(1h)-one, a solid form thereof and methods of their use	SIGNAL PHARMACEUTICALS LLC	China	Granted	2034
			China, Hong Kong	Pending	2034
ATG-019	Substituted benzofuranyl and benzoxazolyl compounds and uses thereof	KARYOPHARM THERAPEUTICS INC.	China, South Korea, Hong Kong, Indonesia, Thailand, Singapore, Australia and New Zealand	Pending	2034
			Australia, Macao, Vietnam and China	Granted	2034

Product	Scope of patent protections**	Patent applicant/holder	Jurisdiction	Patent status	Patent expiration***
ATG-017	Dihydroimidazopyrazinone derivatives useful in the treatment of cancer	ASTRAZENECA AB	ARIPO, Argentina, Brazil, Canada, China, Hong Kong, India, Japan, South Korea, Mexico, New Zealand, Singapore, Egypt, Taiwan, South Africa, and 22 other countries and territories	Pending	2036
			Australia, Bahamas, US, Colombia, Lebanon, Nigeria, Tunisia and 37 EPO contracting states and 2 extension states	Granted	2036
ATG-101	Anti-PD-L1 antibody and use thereof	ORIGINCELL THERAPEUTICS CO., LTD.	China, Egypt, Thailand, Brazil, Chili, EPO, Hong Kong, Israel, Japan, Mexico, Malaysia, Philippines, Singapore, the United States, South Africa	Pending	2038

Note:

* *Core Products.*

** *Grouped by patent family and subject matter. Within the same patent family, multiple patent applications may have been filed and have different current status within the same jurisdictions.*

*** *Patent expiration date is estimated based on current filing status, without taking into account any possible patent term adjustments or extensions and assuming payment of all appropriate maintenance, renewal, annuity and other government fees.*

The term of individual patents depends on the legal term for patents in the jurisdictions in which they are granted. In most jurisdictions, the patent term for inventions is generally 20 years from the earliest claimed filing date of a non-provisional patent application in the applicable jurisdiction.

We may rely, in some circumstances, on trade secrets and/or confidential information to protect aspects of our technology. We seek to protect our proprietary technology and processes, in part, by entering into confidentiality agreements with our consultants, scientific advisors, contractors, and invention assignment arrangements with our employees. We have entered into confidentiality agreements with our senior management and certain key members of our research and development team and other employees who have access to trade secrets or confidential information about our business. Our standard employment contract, which we enter into with each of our employees, contains an assignment clause, under which employees

assign to us the rights to all inventions, technology, know-how and trade secrets derived during the course of such employee's work. The contracts with our key management personnel typically include a standard noncompete agreement. However, these agreements may not provide sufficient protection of our trade secrets and/or confidential information.

We also seek to preserve the integrity and confidentiality of our data and trade secrets by maintaining the physical security of our premises and physical and electronic security of our information technology systems. Despite any measures taken to protect our data and intellectual property, unauthorized parties may attempt to or successfully gain access to and use information that we regard as proprietary. See "Risk Factors — Risks Relating to Our Intellectual Property Rights."

We conduct our business under the trade name "Antengene." As of the Latest Practicable Date, we had 20 registered trademarks in China and 58 registered trademarks in the rest of the world, and we were also the registered owner of two domain names. We enter into collaboration agreements and other relationships with pharmaceutical companies and other industry participants to gain access to the intellectual properties of others. See "— Collaboration and Licensing Arrangements."

As of the Latest Practicable Date, we were not involved in any proceedings or claims of infringement of any intellectual property rights, in which we may be a claimant or a respondent.

ENVIRONMENTAL MATTERS AND WORKPLACE SAFETY

We strive to operate our facilities in a manner that protects the environment and the health and safety of our employees, patients and communities. Our operations in the future, particularly after the completion and initiation of manufacturing in our manufacturing facility in Shaoxing, China, will involve the use of hazardous and flammable materials, including chemicals and biological materials, and may also produce hazardous waste products. We have drafted and plan to implement in the manufacturing facility environmental, health and safety manuals, policies and standard operating procedures that include management systems and procedures relating to emissions of air, water and other media; waste water generation and treatment; process safety management; handling, use, storage, treatment and disposal of hazardous substances; worker health and safety requirements; third-party safety management; emergency planning and response; and product stewardship.

We have not had any significant workplace accidents in our history.

LEGAL PROCEEDINGS AND COMPLIANCE

As of the Latest Practicable Date, we were not a party to any actual, or aware of any, threatened material legal or administrative proceedings. However, we may from time to time be subject to various legal or administrative claims and proceedings arising in the ordinary course of business. We are committed to maintaining the highest standards of compliance with the laws and regulations applicable to our business, and we intend to maintain this culture through the strict implementation of our risk management and internal control policies. See "— Risk Management and Internal Control."

PERMITS, LICENSES AND OTHER APPROVALS

As of the Latest Practicable Date, we had obtained all requisite licenses, approvals and permits from relevant authorities that are material to our operations. For more details, please see the section headed "Risk Factors — Risks Relating to Extensive Government Regulation — Our and/or others' failure to obtain or renew certain approvals, licenses, permits and certificates required for our business may materially and adversely affect our business, financial condition and results of operations" in this prospectus.

RISK MANAGEMENT AND INTERNAL CONTROL

Risk Management

We recognize that risk management is critical to the success of our business operation. Key operational risks faced by us include changes in the general market conditions and the regulatory environment of the PRC and global pharmaceutical markets, our ability to develop, manufacture and commercialize our drug candidates, and our ability to compete with other oncology pharmaceutical companies. See "Risk Factors." We also face various market risks. In particular, we are exposed to credit, liquidity, interest rate and currency risks that arise in the normal course of our business. See "Financial Information — Market Risk Disclosure."

We have adopted a comprehensive set of risk management policies, which set out a risk management framework to identify, assess, evaluate and monitor key risks associated with our strategic objectives on an ongoing basis. Our senior management, and ultimately our Directors, supervise the implementation of our risk management policies. Risks identified by management will be analyzed on the basis of likelihood and impact, and will be properly followed up and mitigated and rectified by our Group and reported to our Directors.

The following key principles outline our Group's approach to risk management and internal control:

- Our Audit Committee oversees and manages the overall risks associated with our business operations, including (i) reviewing and approving our risk management policy to ensure that it is consistent with our corporate objectives; (ii) monitoring the most significant risks associated with our business operations and our management's handling of such risks; and (iii) ensuring the appropriate application of our risk management framework across our Group.

- The relevant departments, including but not limited to the business operations department, finance department and general administration department, are responsible for developing and implementing our risk management policy and carrying out our day-to-day risk management practice, such as assessing risks on key business operations, advising risk responses and optimizing risk management policies. In order to formalize risk management across our Group and set a common level of transparency and risk management performance, the relevant departments will (i) gather information about the risks relating to their operation or function; (ii) conduct risk assessments, which include the identification, prioritization, measurement and categorization of all key risks that could potentially affect their objectives; (iii) continuously monitor the key risks relating to their operation or function; (iv) implement appropriate risk responses where necessary; and (v) develop and maintain an appropriate mechanism to facilitate the application of our risk management framework.

Internal Control

Our Board of Directors is responsible for establishing and ensuring effective internal controls to safeguard our Shareholders' investment at all times. Our internal control policies set out a framework to identify, assess, evaluate and monitor key risks associated with our strategic objectives on an ongoing basis.

Below is a summary of the internal control policies, measures and procedures we have implemented or plan to implement:

- We have adopted various measures and procedures regarding our business operations, and we provide training about these measures and procedures to new employees. We also constantly monitor the implementation of these measures and procedures.

- We maintain strict anti-corruption policies on personnel with external communication functions. We will also ensure that our commercialization team complies with applicable promotion and advertising requirements, which include restrictions on promoting drugs for unapproved uses or patient populations and limitations on industry-sponsored scientific and educational activities.

- Our Directors (who are responsible for monitoring the corporate governance of our Group), with help from our Compliance Advisor, will also periodically review our compliance status with all relevant laws and regulations after the Listing.

- We plan to establish an audit committee, which will (i) make recommendations to our Directors on the appointment and removal of external auditors; and (ii) review the financial statements and render advice in respect of financial reporting, as well as oversee internal control procedures of our Group.

During the Track Record Period, we have regularly reviewed and enhanced our internal control system. We believe that our Directors and members of our senior management possess the necessary knowledge and experience in providing good corporate governance oversight in connection with risk management and internal control.

You should read the following discussion and analysis in conjunction with our audited consolidated financial information including the notes thereto, included in the Accountants' Report set out in Appendix I to this prospectus. Our audited consolidated financial information has been prepared in accordance with International Financial Reporting Standards.

The following discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and financial performance that involve risks and uncertainties. These statements are based on assumptions and analysis made by us in light of our experience and perception of historical events, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors. We discuss factors that we believe could cause or contribute to these differences below and elsewhere in this prospectus, including those set forth under the sections headed "Risk Factors" and under "Forward-Looking Statements" in this prospectus.

OVERVIEW

We are a clinical-stage Asia-Pacific biopharmaceutical company focused on innovative oncology medicines. We distinguish ourselves through our strong R&D capabilities and strategic approach to developing novel oncology therapies. Our vision is to treat patients beyond borders and transform their lives by discovering, developing and commercializing global first-in-class, only-in-class and/or best-in-class therapies. By efficiently utilizing our resources, and leveraging our outstanding capability in target selection and differentiated discovery and development strategy, we have established an innovative pipeline of 12 clinical and pre-clinical assets as of the Latest Practicable Date. Both of our two Core Products have a promising post proof-of-concept clinical and commercial profile, ATG-010 (selinexor) being first-in-class and only-in-class and ATG-008 (onatasertib) being potentially first-in-class. Among our clinical stage assets, we also have two other drug candidates in the validated SINE class, namely ATG-016 (eltanexor) and ATG-527 (verdinexor), which feature differentiated profiles that allow us to target a wide range of indications through both mono- and combination therapies. ATG-019 is a potentially first-in-class orally available dual PAK4/NAMPT inhibitor for the treatment of NHL and advanced solid tumors. ATG-017 is a potent and selective ERK1/2 inhibitor with best-in-class potential for the treatment of various hematological malignancies and solid tumors driven by the aberrant RAS/MAPK pathway. For more information on our drug candidates, see the section headed "Business" in this prospectus.

We currently have no product approved for commercial sale and have not generated any revenue from product sales. We have incurred operating losses in each year since inception. Our loss and total comprehensive loss were RMB146.0 million, RMB323.8 million, RMB106.8 million and RMB537.7 million for the years ended December 31, 2018 and 2019 and the six months ended June 30, 2019 and 2020, respectively. Substantially all of our operating losses

resulted from research and development expenses and administrative expenses. We expect to incur significant expenses and operating losses for at least the next several years as we further our pre-clinical and clinical research and development efforts, continue the clinical development of and seek regulatory approval for our drug candidates, launch commercialization of our pipeline products, and add personnel necessary to operate our business. Subsequent to the Listing, we expect to incur costs associated with operating as a public company. We expect that our financial performance will fluctuate from period to period due to the development status of our drug candidates, regulatory approval timeline and commercialization of our drug candidates after approval.

BASIS OF PREPARATION

Our predecessor Antengene Zhejiang was incorporated in the PRC on June 15, 2016, which became a subsidiary of our Company and continues to remain as our main operating entity in the PRC. Our Company was incorporated as an exempted company with limited liability in the Cayman Islands on August 28, 2018. Our Company became the holding company of our Group on October 25, 2018 and directly or indirectly owns our subsidiaries in China and other countries that are engaged in research and development of our drug candidates. For more details, see the section headed "History, Reorganization and Corporate Structure" in this prospectus.

Notwithstanding that our Group recorded net liabilities of RMB1,013.1 million as of June 30, 2020 and continually incurred losses from operations, the financial information has been prepared on a going concern basis. The directors of the Company are of the opinion that our Group will have sufficient working capital from issuances of convertible redeemable preferred shares in 2019 and subsequently in July 2020, to meet its financial liabilities and obligations as and when they fall due and to sustain its operations for the next 12 months from June 30, 2020.

The consolidated financial information of our Group has been prepared in accordance with applicable International Financial Reporting Standards ("IFRSs"), which comprises all standards and interpretations approved by the International Accounting Standards Board. All IFRSs effective for the accounting period commencing from 1 January 2020, together with the relevant transitional provisions, have been early adopted by our Group in the preparation of the consolidated financial information. The consolidated financial information has been prepared under the historical cost convention, except for certain financial instruments that are measured at fair values, as explained in the respective accounting policies in the Accountants' Report in Appendix I to this prospectus. The consolidated financial information of our Group is presented in RMB and all values are rounded to the nearest thousand except when otherwise indicated. The preparation of the consolidated financial information in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires our management to exercise its judgment in the process of applying our Company's accounting policies.

Upon application of IFRS 16, except for short-term leases and leases of low-value assets, right-of-use assets and corresponding lease liabilities in respect of all leases, were recognized. For details, please refer to Note 14 to the Accountants' Report as set out in Appendix I to the prospectus. Our Directors are of the view that the adoption of IFRS 9, IFRS 15 and IFRS 16 had no significant impact on the Group's financial performance and position, key ratios, net assets and net loss during the Track Record Period.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our results of operations have been, and are expected to continue to be, affected by a number of factors, many of which may be beyond our control. A discussion of the key factors is set out below.

Our Ability to Successfully Develop Our Drug Candidates

Our business and results of operations depend on our ability to successfully develop our drug candidates. As of the Latest Practicable Date, we had 12 drug candidates in our development pipeline, including two Core Products, namely ATG-010 (selinexor) and ATG-008 (onatasertib). We are currently conducting two registrational Phase II clinical trials of ATG-010 (selinexor) in China in patients with R/R MM and R/R DLBCL. In addition, we are conducting a Phase Ib clinical trial of ATG-010 (selinexor) for the treatment of T-cell and NK/T cell lymphoma and have an ongoing investigator initiated Phase II trial for the treatment of KRAS-mutant NSCLC in China. Meanwhile, we have multiple ongoing trials for ATG-008 (onatasertib), including Phase I/II and Phase II clinical trials to assess, among others, the safety and efficacy of ATG-008 (onatasertib) as a mono- or combination therapy for HBV+ HCC and advanced solid tumors. In addition, we are conducting or plan to conduct various clinical trials on our drug candidates or on indications that we think are promising. For more information on the development status of our various drug candidates, see the section headed "Business — Our Pipeline" in this prospectus. Our business and results of operations depend on our drug candidates demonstrating favorable safety and efficacy clinical trial results, and our ability to obtain the requisite regulatory approvals for our drug candidates.

Commercialization of Our Drug Candidates

Our business and results of operations depend on our ability to commercialize our drug candidates. Our pipeline comprises of 12 drug candidates ranging from pre-clinical to late-stage clinical programs, including two late-stage clinical candidates, four other clinical-stage candidates and six pre-clinical stage candidates. Although we currently have no product approved for commercial sale and have not generated any revenue from product sales, we expect to commercialize one or more of our drug candidates over the coming years as they move towards the final stages of development. In particular, we expect to launch ATG-010 (selinexor) for R/R MM and R/R DLBCL in multiple countries and territories in 2021. We expect the commercial sales of these drugs to generate revenue for us in the near future. Our ability to do so is however dependent on the successful commercialization of such products. The commercialization may require significant marketing efforts before we generate any

revenue from product sales. If they fail to achieve the degree of market acceptance, we may not be able to generate revenue as expected. See the sections headed "Business" and "Risk Factors — Risks Relating to Manufacturing and Commercialization of Our Drug Candidates" in this prospectus.

Cost Structure

Our results of operations are significantly affected by our cost structure, which currently and primarily depends on research and development expenses, administrative expenses and other expenses.

Since our inception, we have focused our resources on our R&D activities, including conducting pre-clinical studies and clinical trials, in-licensing, and activities related to regulatory filings for our drug candidates. Our research and development expenses primarily consist of employee costs that are made of wages and salaries, pension scheme contributions, and equity-settled share option expenses, licensing fees under the license agreements with in-licensing partners, and clinical related fees. We expect research and development costs, including milestone payments, to increase significantly for the foreseeable future as our development programs progress, as we continue to support the clinical trials of our drug candidates and as we move these drug candidates into additional clinical trials.

Our administrative expenses consist primarily of employee costs and professional fees. Other administrative expenses mainly include rental expenses, travel expenses, tax and office expenses and business entertainment expenses. We expect our administrative expenses to increase in future periods to support our drug development efforts and commercialization activities with respect to our drug candidates, if approved.

Our other expenses consist of fair value loss on convertible redeemable preferred shares and others, which are mainly associated with the changes in our Company's valuation. The convertible redeemable preferred shares will be automatically converted into Shares upon the Listing, which will result in a net asset position, and we will recognize no further loss or gain on fair value changes from convertible redeemable preferred shares post Listing.

We expect our cost structure to evolve as we continue to develop and expand our business. As we continue to progress and expand our pipeline and gradually bring assets of our product pipeline to commercialization, we expect to incur additional costs in relation to our R&D, manufacturing, sales and marketing, among other things. We also anticipate increasing legal, compliance, accounting, insurance, and investor and public relations expenses associated with being a public company in Hong Kong. In addition, pursuant to our agreements with in-licensing partners, we have agreed to make milestone payments and pay royalties on our future drug sales as contemplated under such licensing agreements. The timing of these payments and the mix of future products sold (which may be subject to different royalties) will have an impact on our profitability. For details, see the section headed "Business — Collaboration and Licensing Arrangements" in this prospectus.

Funding for Our Operations

During the years ended December 31, 2018 and 2019 and the six months ended June 30, 2020, we funded our operations primarily through equity financing. Going forward, in the event of the successful commercialization of one or more of our drug candidates, we expect to fund our operations in part with revenue generated from sales of our commercialized drug products. However, with the continuing expansion of our business we may require further funding through public or private offerings, debt financing, collaboration and licensing arrangements or other sources. Any fluctuation in the funding for our operations will impact our cash flow plan and our results of operations.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

We have identified certain accounting policies that are significant to the preparation of our consolidated financial statements. Some of our accounting policies involve subjective assumptions and estimates, as well as complex judgments relating to accounting items. Estimates and judgments are continually re-evaluated and are based on historical experience and other factors, including industry practices and expectations of future events that we believe to be reasonable under the circumstances. We did not change our assumptions or estimates during the Track Record Period and have not noticed any material errors regarding our assumptions or estimates. Under current circumstances, we do not expect that our assumptions or estimates are likely to change significantly in the future. When reviewing our consolidated financial statements, you should consider (i) our critical accounting policies, (ii) the judgments and other uncertainties affecting the application of such policies and (iii) the sensitivity of reported results to changes in conditions and assumptions.

We set forth below those accounting policies that we believe are of critical importance to us or involve the most significant estimates and judgments used in the preparation of our consolidated financial statements. Our significant accounting policies and estimates, which are important for an understanding of our financial condition and results of operations, are set forth in detail in notes 2 and 3 to the Accountants' Report in Appendix I to this prospectus.

Significant Accounting Policies

Research and Development Costs

All research costs are charged to the statement of profit or loss as incurred. Expenditure incurred on projects to develop new products is capitalized and deferred only when we can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, our intention to complete and our ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed as incurred. We currently expense all of the milestone and upfront payments we made under the drug license agreements.

Share-based payments

We operate a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of our operations. Our employees receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments. The cost of equity-settled transactions with employees for grants is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 23 to the Accountants' Report. We recognize the cost of equity-settled transactions in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at the end of each of the relevant reporting periods until the vesting date reflects the extent to which the vesting period has expired and our best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognized as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of our best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For grants that do not ultimately vest as a result of non-market performance and/or service conditions have not been met, no expense is recognized. Where grants include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognized as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognized for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. This includes any award where non-vesting conditions within the control of either our Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Fair value measurement

We measure certain financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by us. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

We use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Our Level 3 financial instruments include its convertible redeemable preferred shares, and our management team engaged and discussed with an independent professional external valuer to establish the appropriate techniques to determine their valuation. Our management team also reviewed the external valuer's valuation analysis and results, and discussed the basis of the valuation with the reporting accountant. Based on these procedures, our management team is satisfied that the valuation is considered reasonable based on the principles set out in the SFC "Guidance note on directors' duties in the context of valuations in corporate transactions."

In respect of the valuation of Level 3 financial instruments, details and the quantitative information about the significant unobservable inputs used in Level 3 fair value measurements are set forth in note 28 to the Accountants' Report which is prepared in accordance with the Hong Kong Standard on Investment Circular Reporting Engagement 200 "Accountants' Report on Historical Financial Information in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants, as set forth in Appendix I to this prospectus. The Reporting Accountants evaluated the competency, capabilities and objectivity of the external valuer engaged by the Group to perform the valuation and involved the Reporting Accountants' internal valuation specialists to examine those signed documents, assess assumptions and review valuation methodology and key parameters used with the involvement of our internal valuation specialists, who focused on risk-free interest rate, DLOM and volatility, and recalculate and compare with the valuation results.

Based on the Reporting Accountants' work performed up to date and subject to the satisfactory completion of all necessary procedures, the Reporting Accountants are of the view that the historical financial information in the Accountant's Report gives a true and fair view of the financial position of the Company and its financial performance and cash flows for the Track Record Period as a whole.

In relation to the fair value assessment of the financial liabilities requiring level 3 measurements under the fair value classification, the Joint Sponsors have conducted relevant due diligence work, including (i) reviewing relevant notes in the Accountants' Report as contained in Appendix I to this prospectus; (ii) reviewing the relevant valuation report provided by the external valuer with respect to the financial liabilities; (iii) obtaining and reviewing the related documents, including the Series A, B and C investment agreements; and (iv) understanding from the Company and the Reporting Accountants the work done and the key basis and assumptions for the valuation of the financial instruments. Having considered the work done by the management and the Reporting Accountants, and the relevant due diligence done as stated above, nothing material has come to the Joint Sponsors' attention that indicates that the Company management have not undertaken independent and sufficient investigation and due diligence, or that the Company management's reliance on the work products of the external valuer is unreasonable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, we determine whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Leases

We assess at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Our Group as a lessee

We apply a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. We recognize lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

We recognize right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Property, office premises and plant	2 to 4 years

If ownership of the leased asset transfers to our Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognized at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by our Group and payments of penalties for terminating the lease, if the lease term reflects our Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, we use our incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

We apply the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for lease of low-value assets to leases of office equipment that are considered to be low value.

Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and our business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which we have applied the practical expedient of not adjusting the effect of a significant financing component, we initially measure a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortized cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("**SPPI**") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

Our business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognized on the trade date, that is, the date that our Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification.

Financial assets at amortized cost (debt instruments)

Financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognized in the statement of profit or loss when the asset is derecognized, modified or impaired.

Impairment of financial assets

We recognize an allowance for expected credit losses ("**ECLs**") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that we expect to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, we assess whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, we compare the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

We consider a financial asset in default when contractual payments are one year past due. However, in certain cases, we may also consider a financial asset to be in default when internal or external information indicates that we are unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by us. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investment at fair value through other comprehensive income and financial assets at amortized cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Government Grants

We do not recognize government grants until there is reasonable assurance that we will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognized in profit or loss on a systematic basis over the periods in which we recognize as expenses the related costs for which the grants are intended to compensate. Some of the grants related to income have future related costs expected to be incurred, and require us to comply with conditions attached to the grants and the government to acknowledge the compliance of these conditions. These grants related to income are recognized as deferred income in the consolidated statements of financial position and transferred to profit or loss when related costs are subsequently incurred and we received government acknowledge of compliance.

Other government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to us with no future related costs are recognized in profit or loss in the period in which they become receivable.

Significant Accounting Estimates

Fair value of convertible redeemable preferred shares measured at fair value through profit or loss

The fair value of the convertible redeemable preferred shares measured at fair value through profit and loss is determined using the valuation techniques, including back-solve method and equity allocation model. Such valuation is based on certain assumptions about discounts for lack of marketability and volatility, which are subject to uncertainty and might materially differ from the actual results. The fair value of convertible redeemable preferred

shares at December 31, 2018 and December 31, 2019 and June 30, 2020 was RMB138.1 million, RMB1,269.5 million and RMB1,586.8 million, respectively. Further details are included in note 20 to the Accountants' Report.

DESCRIPTION OF SELECTED COMPONENTS OF STATEMENTS OF PROFIT OR LOSS

We currently have no product approved for commercial sale and have not generated any revenue from product sales. We have incurred operating losses in each year since inception. Our loss and total comprehensive loss were RMB146.0 million, RMB323.8 million, RMB106.8 million and RMB537.7 million for the years ended December 31, 2018 and 2019 and the six months ended June 30, 2019 and 2020, respectively. Substantially all of our operating losses resulted from research and development expenses and administrative expenses.

We expect to incur significant expenses and operating losses for at least the next several years as we further our pre-clinical and clinical research and development efforts, continue the clinical development of and seek regulatory approval for our drug candidates, launch commercialization of our pipeline products, and add personnel necessary to operate our business. Subsequent to the Listing, we expect to incur costs associated with operating as a public company. We expect that our financial performance will fluctuate from period to period due to the development status of our drug candidates, milestone payments, regulatory approval timeline and commercialization of our drug candidates after approval.

The table below sets forth our consolidated statements of profit or loss for the periods indicated derived from our consolidated statements of profit or loss set out in the Accountants' Report included in Appendix I to this prospectus:

	Year Ended December 31,		Six Months Ended June 30,	
	2018	**2019**	**2019**	**2020**
	(RMB in thousands)		*(unaudited)*	
Other income and gains	9,464	52,946	26,868	19,366
Research and development costs	(115,768)	(115,792)	(19,020)	(169,888)
Administrative expenses	(24,275)	(39,349)	(14,756)	(68,681)
Selling and distribution expenses	(370)	(24)	(24)	–
Other expenses	(3,843)	(220,732)	(99,314)	(318,096)
Finance costs	(11,160)	(836)	(596)	(448)
Loss before tax	(145,952)	(323,787)	(106,842)	(537,747)
Income tax expenses	–	–	–	–
Loss and total comprehensive loss for the year/period	(145,952)	(323,787)	(106,842)	(537,747)

Other Income and Gains

During the Track Record Period, our other income and gains mainly consisted of government grants, bank interest income and foreign exchange gains.

Government grants consisted of various types of subsidies we received from the PRC government. Such financial incentives were mainly to subsidize our general and oncology specific research and development activities or our recruitment of innovation and technology talents, and they were recognized upon the compliance with the attached conditions. The establishment of the incentive programs and grant of such subsidies are subject to the government's discretion and the receipt of such subsidies is thus unpredictable. Bank interest income included interest from bank deposits. During the Track Record Period, we held most of our cash and bank balances in US dollars, and foreign exchange gains, net represented the exchange differences of the increased value of the foreign currency we held against the RMB resulted from fluctuations in exchange rates.

The following table sets forth a breakdown of our other income and gains for the years ended December 31, 2018 and 2019, and for the six months ended June 30, 2019 and 2020:

	Years Ended December 31,		Six Months Ended June 30,	
	2018	**2019**	**2019**	**2020**
		(RMB in thousands)		
			(unaudited)	
Other Income				
Government grants related to income*	6,796	10,980	4,366	1,514
Bank interest income	1,759	12,776	5,505	7,360
Others	–	45	–	–
	8,555	23,801	9,871	8,874
Other gains				
Foreign exchange gains, net	909	29,145	16,997	10,492
Total	9,464	52,946	26,868	19,366

* *The government grants mainly represent subsidies received from the local governments for the purpose of compensation of expense spent on research and clinical trials activities, allowance for new drug development and funds for talents.*

Research and Development Costs

Our research and development costs consisted of employee costs of research and development personnel, depreciation and amortization, licensing fees, other clinical-related fees and others. Employee costs consisted of wages and salaries, personal scheme contributions and equity-settled share option expense. Equity-settled share option expense related to the expenses recognized due to the appreciation of the share options we granted to our employees under the 2019 Equity Incentive Plan and 2020 Equity Incentive Plan. Depreciation and amortization mainly represented the depreciation and amortization of our electronic equipment used in research and development activities. Licensing fees included the upfront fees related to our in-licensed drug candidates. Other clinical-related fees represented the expenses related to our collaborators including CROs, CDMOs and SMOs. Others mainly included travel expenses, expenses related to the maintenance of intellectual property rights and other general expenses incurred for the purpose of R&D. The following table sets forth a breakdown of our research and development costs for the years ended December 31, 2018 and 2019 and for six months ended June 30, 2019 and 2020:

	Years Ended December 31,		Six Months Ended June 30,	
	2018	**2019**	**2019**	**2020**
	(RMB in thousands)			
			(unaudited)	
Employee costs				
Wages and salaries	6,673	15,781	6,381	13,690
Pension scheme contributions	301	1,102	188	694
Equity-settled share option expense	–	2	–	38,793
Depreciation and amortization	53	65	32	36
Licensing fees	76,280	48,961	–	86,406
Other clinical related fees	28,816	45,172	10,322	27,770
Others	3,645	4,709	2,097	2,499
Total	115,768	115,792	19,020	169,888

Administrative Expenses

Our administrative expenses consisted of employee costs of administrative personnel, professional fees, depreciation and amortization, and others. Employee costs consisted of wages and salaries, pension scheme contributions, staff welfare expenses and equity-settled share option expense. Equity-settled share option expense related to the expenses recognized due to the appreciation of the Share Options we granted to our employees under the 2019 Equity Incentive Plan and 2020 Equity Incentive Plan. Depreciation and amortization consisted of amortization of other intangible assets, depreciation of items of property, plant and equipment and depreciation of right-of-use assets. Professional fees included fees relating to legal, consulting, auditing, translation and recruitment services. Others primarily included rental expenses, travel expenses, tax and office expenses and business entertainment expenses.

The table below sets forth a breakdown of our administrative expenses for the years ended December 31, 2018 and 2019 and for six months ended June 30, 2019 and 2020:

	Years Ended December 31,		Six Months Ended June 30,	
	2018	**2019**	**2019**	**2020**
	(RMB in thousands)			
			(unaudited)	
Employee costs				
Wages and salaries	9,034	16,531	7,429	13,811
Pension scheme contributions	894	1,460	733	674
Staff welfare expenses	841	1,671	784	944
Equity-settled share option expense	–	1	–	43,436
Professional fees	3,109	9,115	2,035	2,086
Depreciation and amortization	710	1,440	647	1,546
Others	9,687	9,131	3,128	6,184
Total	24,275	39,349	14,756	68,681

Selling and Distribution Expenses

Our selling and distribution expenses mainly consisted of trademark registration expenses and expenses associated with our business development activities such as travel expenses.

Other Expenses

Our other expenses consisted of fair value loss on convertible redeemable preferred shares and others. The fair value loss on convertible redeemable preferred shares was resulted from the significant increase in our Company's valuation. Others mainly represented the liability portion of the difference between the carrying amount of the other non-current liabilities and the fair value of the convertible redeemable preferred shares that were recognized as expenses as a result of the Reorganization. As of June 30, 2020, our convertible redeemable preferred shares included Series A Preferred Shares issued in November 2018 and Series B Preferred Shares issued in February 2019. See the section headed "History, Reorganization and Corporate Structure" in this prospectus.

The table below sets forth a breakdown of our other expenses for the years ended December 31, 2018 and 2019 and for the six months ended June 30, 2019 and 2020:

	Years Ended December 31,		Six Months Ended June 30,	
	2018	**2019**	**2019**	**2020**
		(RMB in thousands)		
			(unaudited)	
Fair value loss on convertible redeemable preferred shares	–	214,549	93,524	317,363
Others	3,843	6,183	5,790	733
Total	3,843	220,732	99,314	318,096

Finance Costs

Our finance costs consisted of interest on bank loans and other borrowings, interest on other non-current liabilities resulted from the Reorganization and interest on lease liabilities. For details of interest on other non-current liabilities, please refer to note 19 of the Accountant's Report in Appendix I.

The table below sets forth a breakdown of our finance costs for the years ended December 31, 2018 and 2019 and for the six months ended June 30, 2019 and 2020:

	Years Ended December 31,		Six Months Ended June 30,	
	2018	**2019**	**2019**	**2020**
		(RMB in thousands)		
			(unaudited)	
Interest on interest-bearing bank and other borrowings	85	40	40	–
Interest on other non-current liabilities	10,860	335	335	–
Interest on lease liabilities	215	461	221	448
Total	11,160	836	596	448

Income Tax

Our Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of our Group are domiciled and operate.

Cayman Islands

Under the current laws of the Cayman Islands, our Company is not subject to tax on income or capital gains. In addition, upon payments of dividends by our Company to its shareholders, no Cayman Islands withholding tax is imposed.

British Virgin Islands

Under the current laws of BVI, our subsidiaries incorporated in BVI are not subject to tax on income or capital gains. In addition, upon payments of dividends by our BVI subsidiaries to us, no BVI withholding tax is imposed.

Hong Kong

Our subsidiaries incorporated in Hong Kong are subject to income tax at the rate of 16.5% on the estimated assessable profits arising in Hong Kong.

China

Pursuant to the Enterprise Income Tax Law of the PRC and the respective regulations, our subsidiaries which operate in China are subject to income tax at a rate of 25% on the taxable income.

Australia

No provision for Australia profits tax has been made as the Group had no assessable profits derived from or earned in Australia during the Track Record Period. Our subsidiary incorporated in Australia is subject to income tax at the rate of 30% on the taxable income arising in Australia.

Singapore

No provision for Singapore profits tax has been made as the Group had no assessable profits derived from or earned in Singapore during the Track Record Period. Our subsidiary incorporated in Singapore is subject to income tax at the rate of 17% on the estimated assessable profits arising in Singapore.

United States

Our U.S. subsidiary incorporated in Delaware, the United States is subject to statutory U.S. federal corporate income tax at a rate of 21%. Our U.S. subsidiary is also subject to the state income tax in Delaware at a rate of 8.7%.

PERIOD-TO-PERIOD COMPARISON OF RESULTS OF OPERATIONS

Six Months Ended June 30, 2020 Compared to Six Months Ended June 30, 2019

Other Income and Gains

Our other income and gains decreased by 27.9% from RMB26.9 million for the six months ended June 30, 2019 to RMB19.4 million for the six months ended June 30, 2020. Such decrease was mainly resulted from a decrease in the government grants we received and a decrease in the foreign exchange gains, net due to a relatively smaller appreciation of the US dollar against RMB during the six months ended June 30, 2020 compared to that during the six months ended June 30, 2019.

Research and Development Costs

Our research and development costs increased significantly from RMB19.0 million for the six months ended June 30, 2019 to RMB169.9 million for the six months ended June 30, 2020, primarily due to (i) an increase in licensing fees from nil for the six months ended June 30, 2019 to RMB86.4 million for the six months ended June 30, 2020 as we made payments for an amendment fee of RMB82.9 million in relation to the Karyopharm Agreement and an upfront fee of RMB3.5 million in relation to ATG-101's in-licensing in the first half of 2020, and (ii) an increase in employee costs of R&D personnel of RMB46.6 million from RMB6.6 million for the six months ended June 30, 2019 to RMB53.2 million for the six months ended June 30, 2020, mainly as a result of an increase in equity-settled share option expense of R&D personnel from nil for the six months ended June 30, 2019 to RMB38.8 million for the six months ended June 30, 2020 and an increase in wages and salaries of R&D personnel of RMB7.3 million from RMB6.4 million for the six months ended June 30, 2019 to RMB13.7 million for the six months ended June 30, 2020 mainly due to our headcount expansion.

Administrative Expenses

Our administrative expenses increased significantly from RMB14.8 million for the six months ended June 30, 2019 to RMB68.7 million for the six months ended June 30, 2020, primarily due to an increase in employee costs of administrative personnel of RMB49.9 million from RMB8.9 million for the six months ended June 30, 2019 to RMB58.9 million for the six months ended June 30, 2020, mainly as a result of an increase in equity-settled share option expense of administrative personnel from nil for the six months ended June 30, 2019 to RMB43.4 million for the six months ended June 30, 2020 and an increase in wages and salaries of administrative personnel of RMB6.4 million from RMB7.4 million for the six months ended June 30, 2019 to RMB13.8 million for the six months ended June 30, 2020 mainly due to headcount expansion.

Selling and Distribution Expenses

Our selling and distribution expenses remained insignificant and decreased from RMB0.02 million for the six months ended June 30, 2019 to nil for the six months ended June 30, 2020.

Other Expenses

Our other expense increased significantly from RMB99.3 million for the six months ended June 30, 2019 to RMB318.1 million for the six months ended June 30, 2020, primarily due to an increase of RMB223.8 million in fair value loss on convertible redeemable preferred shares because of the significant increase in our Company's valuation.

Finance Costs

Our finance costs remained insignificant, decreasing slightly from RMB0.6 million for the six months ended June 30, 2019 to RMB0.4 million for the six months ended June 30, 2020.

Loss and Total Comprehensive Loss for the Period

As a result of the foregoing, our loss and total comprehensive loss for the period increased from RMB106.8 million for the six months ended June 30, 2019 to RMB537.7 million for the six months ended June 30, 2020.

Year Ended December 31, 2019 Compared to Year Ended December 31, 2018

Other Income and Gains

Our other income and gains increased significantly, from RMB9.5 million for the year ended December 31, 2018 to RMB52.9 million for the year ended December 31, 2019. Such increase was primarily attributable to (i) foreign exchange gains, net of RMB29.1 million recognized because we held the majority of our cash and bank balances in US dollars from our series B financing and there was a significant appreciation of US dollars against RMB in 2019, (ii) an increase in bank interest income by RMB11.0 million from RMB1.8 million in 2018 to RMB12.8 million in 2019 due to an increase in our time deposits from our series B financing, and (iii) an increase in government grants by RMB4.2 million from RMB6.8 million in 2018 to RMB11.0 million in 2019 due to the increased government subsidies we received from the PRC local government authorities to support our research and development activities and recruitment of innovation and technology talents.

Research and Development Costs

Our research and development costs remained stable at RMB115.8 million for each of the years ended December 31, 2018 and 2019. This was primarily due to the offsetting among (i) a decrease of RMB27.3 million in the licensing fees we paid in 2019 as compared to 2018, (ii) a RMB9.9 million increase in employee costs of R&D personnel, mainly as a result of an increase in wages and salaries due to headcount expansion of our R&D personnel and (iii) a RMB16.4 million increase of other clinical-related fees paid to CROs and CDMOs in line with our increased R&D activities.

Administrative Expenses

Our administrative expenses increased by 62.1%, from RMB24.3 million for the year ended December 31, 2018 to RMB39.3 million for the year ended December 31, 2019. This increase was primarily attributable to (i) a RMB8.9 million increase of administrative personnel costs mainly as a result of an increase of wages and salaries due to headcount expansion of our non-R&D personnel and (ii) a RMB6.0 million increase in professional fees for legal, consulting, recruiting, translation and other services we received in relation to our financing activities, recruitment and other operating and administrative activities.

Selling and Distribution Expenses

Our selling and distribution expenses remained insignificant and decreased from RMB0.4 million for the year ended December 31, 2018 to RMB0.02 million for the year ended December 31, 2019.

Other Expenses

Our other expenses increased significantly from RMB3.8 million for the year ended December 31, 2018 to RMB220.7 million for the year ended December 31, 2019. The increase was mainly attributable to RMB214.5 million increase in the fair value loss on convertible redeemable preferred shares because of the significant increase in our Company's valuation.

Finance Costs

Our finance costs decreased by 92.5%, from RMB11.2 million for the year ended December 31, 2018 to RMB0.8 million for the year ended December 31, 2019, primarily attributable to the RMB10.9 million interest expenses we recognized based on cost amortization of the convertible redeemable preferred shares in 2018, which was no longer applicable in 2019 after the completion of the Reorganization.

Loss and Total Comprehensive Loss for the Year

As a result of the foregoing, our loss and total comprehensive loss for the year increased from RMB146.0 million for the year ended December 31, 2018 to RMB323.8 million for the year ended December 31, 2019.

DISCUSSION OF CERTAIN SELECTED ITEMS FROM THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The table below sets forth selected information from our consolidated statements of financial position as of the dates indicated, which have been derived from the Accountants' Report set out in Appendix I to this prospectus:

	As of December 31,		As of June 30,
	2018	2019	2020
	(RMB in thousands)		
Total non-current assets	3,284	4,180	14,621
Total current assets	77,130	755,603	632,287
Total assets	80,414	759,783	646,908
Total current liabilities	68,744	44,941	64,897
Net current assets	8,386	710,662	567,390
Total non-current liabilities	170,272	1,272,453	1,595,140
Total liabilities	239,016	1,317,394	1,660,037
Net liabilities	(158,602)	(557,611)	(1,013,129)
Equity:			
Share capital	–	72	78
Reserves	(158,602)	(557,683)	(1,013,207)
Total equity	(158,602)	(557,611)	(1,013,129)

NET CURRENT ASSETS/LIABILITIES

The following table sets forth our current assets and current liabilities as of the dates indicated:

	As of December 31,		As of June 30,	As of September 30,
	2018	2019	2020	2020
	(RMB in thousands)			*(unaudited)*
Current assets				
Prepayments and other receivables	11,873	8,808	15,629	29,964
Cash and bank balances	65,257	746,795	616,658	962,048
Total current assets	77,130	755,603	632,287	992,012
Current liabilities				
Other payables and accruals	54,265	43,746	60,641	56,134
Interest-bearing bank and other borrowings	13,726	–	–	–
Lease liabilities	753	1,195	4,256	3,845
Total current liabilities	68,744	44,941	64,897	59,979
Net current assets	8,386	710,662	567,390	932,033

Our net current assets increased significantly from RMB8.4 million as of December 31, 2018 to RMB710.7 million as of December 31, 2019, primarily due to the receipt of the funds we raised from the series B financing partially offset by repayment of interest-bearing bank and other borrowings. Our net current assets decreased by 20.2% from RMB710.7 million as of December 31, 2019 to RMB567.4 million as of June 30, 2020, primarily due to the payment of employment expenses, the RMB82.9 million amendment fee payment under the Karyopharm Agreement and the payment of clinical related fees to CROs and CDMOs. Our net current assets increased significantly from RMB567.4 million as of June 30, 2020 to RMB932.0 million as of September 30, 2020, primarily due to the receipt of the funds we raised from the series C financing partially offset by the repurchase of ordinary shares in connection with the series C financing and payment of our operating expenses.

Prepayments and other receivables

Our prepayment and other receivables included value-added tax recoverable, interest receivables, amounts due from shareholders, amounts due from related parties, IPO cost capitalization, prepayments and other receivables. Value-added tax recoverable represented value-added taxes incurred in procurement. Interest receivables mainly represented interests from time deposits. The table below sets forth a breakdown of our prepayments and other receivables as of the dates indicated:

	As of December 31,		As of June 30,
	2018	2019	2020
	(RMB in thousands)		
Value-added tax recoverable	1,587	3,809	4,012
Interest receivables	37	3,006	7,268
Amounts due from shareholders during Reorganization	8,738	–	–
Amounts due from shareholders	700	755	269
Amounts due from related parties	44	35	53
IPO cost capitalization	–	–	545
Prepayments	458	458	1,141
Other receivables	309	745	2,341
Total	11,873	8,808	15,629

Our prepayments and other receivables decreased from RMB11.9 million as of December 31, 2018 to RMB8.8 million as of December 31, 2019. The decrease was primarily attributable to a decrease in amounts due from shareholders as a result of the completion of the Reorganization, partially offset by (i) an increase in value-added tax recoverable, as a result of our increased purchase of pre-clinical and clinical research and development related services and (ii) an increase in interest receivables primarily attributable to the increased amount of time deposits in 2019 as we received the funding from our series B financing. Our prepayments and other receivables increased from RMB8.8 million as of December 31, 2019 to RMB15.6 million as of June 30, 2020, mainly due to an increase in interest receivables as a result of the accrual of the interest generated by our time deposits.

Cash and bank balances

Our cash and bank balances primarily consisted of cash at bank and short-term time deposits. Our cash and bank balances increased from RMB65.3 million as of December 31, 2018 to RMB746.8 million as of December 31, 2019. The increase was mainly attributable to the funds from our series B financing and the government subsidies we received. Our cash and bank balances decreased to RMB616.7 million as of June 30, 2020, mainly because of the RMB82.9 million payment we made in relation to the amendment of the Karyopharm Agreement, and payment of employment expenses and fees to CROs, CDMOs and SMOs. As of September 30, 2020, our cash and cash equivalents and time deposits was RMB957.7 million. For further information regarding our cash and bank balances, please see Note 16 to the Accountants' Report set out in Appendix I.

The table below sets forth a breakdown of our cash and bank balances as of the dates indicated:

	As at December 31,		As at June 30,
	2018	2019	2020
	(RMB in thousands)		
Pledged deposits[(1)]	15,935	2,625	2,625
Bank deposits with original maturity of more than three months when acquired[(2)]	–	453,383	389,302
Cash and cash equivalents	49,322	290,787	224,731
Total	65,257	746,795	616,658

Notes:

(1) This represents pledged deposits in commercial banks for bank loans and bank overdraft. None of these deposits are either past due or impaired.

(2) This represents time deposits with initial terms of over three months when acquired in commercial banks with annual return rates ranging from 2.70% to 3.25%. None of these deposits are either past due or impaired. None of these deposits are pledged.

Other payables and accruals

Our other payables and accruals primarily consisted of amount due to related parties, amount due to shareholders, payable related to government grants received, payroll payable, other tax payables and other payables. Other payables primarily consisted of accrued or invoiced but unpaid fees for CRO, CDMO and SMO services we received. The table below sets forth a breakdown of our other payables and accruals as of the dates indicated:

	As of December 31,		As of June 30,
	2018	2019	2020
	(RMB in thousands)		
Amount due to related parties	15,586	19,269	16,631
Amount due to shareholders	27,551	44	44
Deferred income[(1)]	2,400	6,240	9,647
Payroll payable	3,699	8,472	10,474
Other tax payables	1,400	3,416	4,123
IPO cost	–	–	2,181
Interest payables	85	–	–
Other payables[(2)]	3,544	6,305	17,541
Total	54,265	43,746	60,641

Notes:

(1) This refers to government grants related to income which were recognized in profit or loss upon the Group having complied with the conditions attached to the grants and the government having acknowledged acceptance.

(2) Other payables primarily consisted of accrued or invoiced but unpaid fees for CRO, CDMO and SMO services received.

Our other payables and accruals decreased from RMB54.3 million as of December 31, 2018 to RMB43.7 million as of December 31, 2019, which was primarily attributable to the decrease in amount due to shareholders as a result of the completion of the Reorganization in 2019. Our other payables and accruals increased to RMB60.6 million as of June 30, 2020, which was primarily attributable to the increase in other payables that was in line with our increased use of CRO, CDMO and SMO services for research and development.

Interest-bearing bank and other borrowings

Our interest-bearing bank and other borrowings consist of bank loan-secured borrowings. Our interest-bearing banking and other borrowings decreased from RMB13.7 million as of December 31, 2018 to nil as of December 31, 2019, primarily because we repaid a bank loan in 2019. Our interest-bearing banking and other borrowings remained as nil as of June 30, 2020.

Convertible redeemable preferred shares

Convertible redeemable preferred shares represented the fair value of our Series A and Series B Preferred Shares. We recorded convertible redeemable preferred shares of RMB138.1 million, RMB1,269.5 million and RMB1,586.8 million as of December 31, 2018 and 2019 and June 30, 2020, respectively. For a discussion of our issuance of convertible redeemable preferred shares, please refer to the section headed "History, Reorganization and Corporate Structure" in this prospectus. For further information regarding our convertible redeemable preferred shares, please see Note 20 to the Accountants' Report set out in Appendix I.

LIQUIDITY AND CAPITAL RESOURCES

Overview

Management monitors and maintains a level of cash and cash equivalents deemed adequate to finance our operations and mitigate the effects of fluctuations in cash flows. In addition, management monitors the borrowings and, from time to time, evaluates the options to renew the borrowings upon expiry based on our actual business requirement. Currently we do not have any unutilized banking facilities. We rely on equity financing as the major source of liquidity.

During the Track Record Period, we have incurred negative cash flows from our operations and substantially all of our operating cash outflows resulted from our research and development costs and administrative expenses. Our operating activities used RMB113.1 million, RMB121.5 million, RMB32.9 million and RMB139.0 million of cash for the years ended December 31, 2018 and December 31, 2019 and the six months ended June 30, 2019 and June 30, 2020, respectively. As our business develops and expands, we expect to generate more cash flow from our operating activities, through launching and commercializing our products upon approval and enhancing our operating efficiency.

Cash Flows

The following table sets forth our cash flows for the periods indicated:

	For the Year Ended December 31,		For the Six Months Ended June 30,	
	2018	2019	2019	2020
	(RMB in thousands)		*(unaudited)*	
Cash flows from operating activities before movements in working capital	(132,983)	(143,525)	(29,254)	(153,976)
Changes in working capital	19,839	22,075	(3,615)	15,004
Net cash used in operating activities	(113,144)	(121,450)	(32,869)	(138,972)
Net cash flows from/(used in) investing activities	96,816	(430,367)	(507,205)	65,115
Net cash flows from/(used in) financing activities	31,648	771,820	772,751	(2,023)
Net increase/(decrease) in cash and cash equivalents	15,320	220,003	232,677	(75,880)
Cash and cash equivalents at beginning of the year/period	30,329	49,322	49,322	290,787
Effect of foreign exchange rate changes, net	3,673	21,462	11,149	9,824
Cash and cash equivalents at the end of the year/period	49,322	290,787	293,148	224,731

Operating Activities

During the Track Record Period, we have incurred negative cash flows from our operations. Substantially all of our operating cash outflows have resulted from our research and development expenses and administrative expenses.

For the six months ended June 30, 2020, our net cash used in operating activities was RMB139.0 million, which was primarily attributable to our loss before tax of RMB537.7 million, positively adjusted by fair value loss on convertible redeemable preferred shares of RMB317.4 million, equity-settled share option arrangements of RMB82.2 million, partially offset by foreign exchange differences, net of RMB10.5 million.

In 2019, our net cash used in operating activities was RMB121.5 million, which was primarily attributable to our loss before tax of RMB323.8 million, a fair value loss on convertible redeemable preferred shares of RMB214.5 million, a decrease in other payables and accruals of RMB24.8 million, an interest income of RMB12.8 million and foreign exchange differences, net of RMB29.1 million.

In 2018, our net cash used in operating activities was RMB113.1 million, which was primarily attributable to our loss before tax of RMB146.0 million, a decrease in other payables and accruals of RMB21.4 million and finance costs of RMB11.2 million.

Investing Activities

For the six months ended June 30, 2020, our net cash from investing activities was RMB65.1 million, which was mainly attributable to the withdrawal in time deposits with original maturity of more than three months when acquired of RMB64.1 million and the receipt of interest income from deposits with initial term of over three months of RMB3.1 million.

In 2019, our net cash used in investing activities was RMB430.4 million, which was mainly attributable to an increase in time deposits with original maturity of more than three months of RMB453.4 million, and partially offset by decrease in pledged deposits of RMB13.3 million.

In 2018, our net cash from investing activities was RMB96.8 million, which was mainly attributable to the withdrawal in time deposits with original maturity of more than three months of RMB111.5 million and partially offset by an increase in pledged deposits of RMB15.9 million.

Financing Activities

During the Track Record Period, we derived our cash inflows from proceeds from issue of shares and convertible redeemable preferred shares.

For the six months ended June 30, 2020, we had RMB2.0 million of net cash flow used in financing activities, which resulted from the payment of principal portion of lease payments.

In 2019, we had RMB771.8 million of net cash flow from financing activities, primarily attributable to proceeds from issue of convertible redeemable preferred shares of RMB806.0 million, partially offset by a decrease in the amount due to shareholders of RMB27.5 million and repayment of interest-bearing loans of RMB13.7 million.

In 2018, we had RMB31.6 million of net cash flow from financing activities, primarily attributable to an increase in the amount due to shareholders of RMB27.5 million and proceeds from interest-bearing loans of RMB13.7 million, partially offset by an increase in the amount due from shareholders in the Reorganization of RMB8.7 million.

CASH OPERATING COSTS

The following table provides information regarding our cash operating costs for the periods indicated:

	For the Year Ended December 31,		For the Six Months Ended June 30,
	2018	2019	2020
	(RMB in thousands)		
Research and Development Costs for Core Product Candidates			
Employee costs	6,127	13,322	10,049
Licensing fees	19,070	–	20,716
Clinical trial costs	20,647	33,003	18,948
Research and Development Costs for Other Product Candidates			
Employee costs	–	1,356	3,369
Licensing fees	57,210	48,961	65,690
Clinical trial costs	–	4,602	6,920
Total Research and Development Costs	103,054	101,244	125,692
Workforce Employment Costs[(1)]	9,461	17,094	14,393
Direct Production Cost[(2)]	–	–	–
Non-income Taxes and Royalties	3,904	109	189
Others[(3)]	9,016	18,210	6,446
Product Marketing[(4)]	370	24	–

Notes:

(1) Workforce employment costs represented non-R&D staff costs mainly including salaries and bonus.

(2) We had not commenced product manufacturing as of the Latest Practicable Date.

(3) Mainly consisted of professional fees, office and travel expenses.

(4) Mainly consisted of trademark registration expenses. We had not commenced product sales as of the Latest Practicable Date.

WORKING CAPITAL CONFIRMATION

Our Directors are of the opinion that, taking into account the financial resources available to our Group, including cash and bank balances and the estimated net proceeds from the Listing, we have sufficient working capital to cover at least 125% of our costs, including research and development costs, selling and distribution expenses, and administrative expenses for at least the next 12 months from the expected date of this prospectus.

INDEBTEDNESS

The following table sets forth the breakdown of our indebtedness as of the dates indicated:

	As of December 31,		As of June 30,	As of September 30,
	2018	2019	2020	2020
	(RMB in thousands)			*(unaudited)*
Current				
Interest-bearing bank and other borrowings[(1)]	13,726	–	–	–
Lease liabilities	753	1,195	4,256	3,845
Non-current				
Lease liabilities	2,150	2,969	8,293	7,791
Total	16,629	4,164	12,549	11,636

Note:

(1) The bank loan was secured by the pledge of a bank deposit with an aggregate carrying value of RMB15,560,000.

As of September 30, 2020, the loans and borrowings from third parties was nil.

During the Track Record Period and up to the Latest Practicable Date, we had not been in violation of any of the covenants under our loan agreements. Except as discussed above, we did not have any material mortgages, charges, debentures, loan capital, debt securities, loans, bank overdrafts or other similar indebtedness, finance lease or hire purchase commitments, liabilities under acceptances (other than normal trade bills), acceptance credits, which are either guaranteed, unguaranteed, secured or unsecured, or guarantees or other contingent liabilities as of the Latest Practicable Date.

CAPITAL EXPENDITURES

The following table sets forth our capital expenditures for the periods indicated:

	Years Ended December 31,		Six Months Ended June 30,	
	2018	2019	2019	2020
	(RMB in thousands)		*(unaudited)*	
Purchase of property, plant and equipment	450	11	–	2,064
Purchase of intangible assets	–	90	–	–
Total	450	101	–	2,064

Our historical capital expenditures during the Track Record Period primarily included expenditure associated with the purchase of property, plant and equipment which mainly consists of office furniture, equipment and improvement and the purchase of intangible assets mainly consists of office software. We funded our capital expenditure requirements during the Track Record Period mainly from equity financing.

We expect that our capital expenditures in 2020 will be approximately RMB65.9 million, which will primarily consist of purchase of the real property rights in our manufacturing facility in Shaoxing, China and the facility's properties and equipment and the purchase of office and laboratory equipment and improvements associated with our business expansion. We plan to fund our planned capital expenditures using our cash at bank and the net proceeds received from the Global Offering. Please refer to the section headed "Use of Proceeds" in this prospectus for more details. We may reallocate the fund to be utilized on capital expenditure based on our ongoing business needs.

COMMITMENTS

The Group had the following capital commitment at the end of each of the relevant periods. The RMB32.6 million buildings authorized but not provided for as of June 30, 2020 were related to our authorized but not yet completed purchase of the Shaoxing manufacturing facility.

	As of December 31,		As of June 30,
	2018	2019	2020
	(RMB in thousands)		
Buildings authorized but not provided for	–	–	32,597

CONTINGENT LIABILITIES

As of December 31, 2018 and 2019 and June 30, 2020, we did not have any contingent liabilities. We confirm that as at the Latest Practicable Date, there had been no material changes or arrangements to our contingent liabilities.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

As at the Latest Practicable Date, we had not entered into any off-balance sheet transactions.

KEY FINANCIAL RATIO

The table below sets forth the current ratio of our Group as of the dates indicated:

	As of December 31,		As of June 30,
	2018	2019	2020
Current ratio[(1)]	1.1	16.8	9.7

Note:

(1) Current ratio equals current assets divided by current liabilities as of the end of the year/period.

The increase in the current ratio primarily due to the increase of cash and bank balances. The increase in the current ratio as of December 31, 2018 to December 31, 2019 was primarily attributable to the receipt of the funding from the series B financing. The decrease in the current ratio as of June 30, 2020 was primarily attributable to the use of cash and bank balances for the payment of the amendment fee under the Karyopharm Agreement and operation related expenses and the increase of our other payables and accruals in line with our increased research and development activities.

RELATED-PARTY TRANSACTIONS

The table below sets forth transactions between us and a related party during the Track Record Period.

	For the Year Ended December 31,		For the Six Months Ended June 30,	
	2018	**2019**	**2019**	**2020**
		(RMB in thousands)		
			(unaudited)	
Purchase of services:				
Hangzhou Tigermed Consulting Co., Ltd.	17,006	21,544	7,809	3,988
Celgene Corporation	4,313	1,197	443	–
Taiwan Tigermed Consulting Co. Ltd.	124	–	–	–
Shanghai STA Pharmaceutical R&D Co., Ltd.	2,944	1,250	786	132
Frontage Laboratories (Suzhou) Co., Ltd	725	207	89	34
Mosim Co., Ltd.	64	34	–	182
Shanghai STA Pharmaceutical Product Co., Ltd.	–	2,062	2,062	–
WuXi Clinical Development Services (Shanghai) Co., Ltd.	–	4,928	–	417
Shanghai MedKey Med-Tech Development Co., Ltd.	–	679	–	–
Teddy Clinical Research Laboratory (Shanghai) Limited	–	304	286	33
Shanghai Lide Biotech Co., Ltd.	–	343	–	93
Wuxi AppTec (Shanghai) Co., Ltd.	–	95	–	93
	25,176	32,643	11,475	4,972

The purchases of services were primarily made for the related parties' services acting as our CROs and/or CDMOs and purchases of materials from related parties according to the published prices and conditions similar to those offered to the major customers of the supplier.

The below table sets forth the outstanding balances with a related party during the Track Record Period.

	As of December 31,		As of June 30,
	2018	2019	2020
	(RMB in thousands)		
Other receivables:			
Due from shareholders:			
Orcapurs Investment Limited	4,717	16	16
Huagai Pharmaceutical & Healthcare Venture Capital (Wenzhou) Partnership (Limited Partnership)	4,021	–	–
Black Halo Investment Limited	516	522	32
Others	184	217	221
	9,438	755	269
Due from related parties:			
Others	44	35	53
Other payables:			
Due to shareholders:			
Celgene Corporation	27,530	–	–
Others	21	44	44
	27,551	44	44
Due to related parties:			
Hangzhou Tigermed Pharmaceutical Technology Co., Ltd.	13,380	15,437	16,044
Shanghai STA Pharmaceutical R&D Co., Ltd.	2,022	–	411
Frontage Laboratories (Suzhou) Co., Ltd.	153	–	34
WuXi Clinical Development Services (Shanghai) Co., Ltd.	–	3,674	78
Shanghai Lide Biotech Co., Ltd.	–	127	–
Wuxi AppTec (Shanghai) Co., Ltd.	–	–	33
Others	31	31	31
	15,586	19,269	16,631

The outstanding balances above are unsecured, interest-free and have no fixed terms of repayment. The outstanding balances due to related parties were business trade in nature. Other outstanding balances were mainly advance payments. Our Directors confirm that our related party transactions during the Track Record Period on an arm's length basis and in the aggregate would not distort our results of operations over the Track Record Period or make our historical results over the Track Record Period not reflective of our expectations for our future performance.

Details of our transactions with and the outstanding balances with related parties during the Track Record Period are set out in note 26 to the Accountants' Report included in Appendix I to this prospectus.

MARKET RISK DISCLOSURE

We are exposed to a variety of financial risks, including foreign currency risk and liquidity risk, as set out below. We regularly monitor our exposure to these risks and as at the Latest Practicable Date, did not hedge or consider necessary to hedge any of these risks.

Foreign Currency Risk

Foreign currency risk means the risk resulting from changes in foreign currency exchange rates.

We have transactional currency exposures. The majority of our bank balances and interest receivables are denominated in foreign currencies and are exposed to foreign currency risk. We currently do not have a foreign currency hedging policy. However, our management monitors foreign exchange exposure and will consider appropriate hedging measures in the future should the need arise. For further details, including relevant sensitivity analysis, please see note 28 to the Accountants' Report set out in Appendix I.

Liquidity Risk

In the management of the liquidity risk, we monitor and maintain a level of cash and cash equivalents deemed adequate by our management to finance the operations and mitigate the effects of fluctuations in cash flows. For further details, see note 28 to the Accountants' Report set out in Appendix I.

DIVIDEND

No dividend has been paid or declared by our Company since its date of incorporation and up to the end of the Track Record Period.

DISTRIBUTABLE RESERVES

As of June 30, 2020, we did not have any distributable reserves.

LISTING-RELATED EXPENSE INCURRED AND TO BE INCURRED

Listing expenses mainly comprise legal and other professional fees paid and payable to the professional parties, commissions payable to the Underwriters, and printing and other expenses for their services rendered in relation to the Listing and the Global Offering. Listing expenses for the Global Offering are estimated to be approximately HK$144.2 million (including underwriting commission, assuming an Offer Price of HK$16.94 per Share, being the mid-point of the indicative Offer Price range of HK$15.80 to HK$18.08 per Share), which represents approximately 5.5% of the gross proceeds we expect to receive from this Global Offering assuming no Shares are issued pursuant to the Over-allotment Option. No such expenses were recognized and charged to our consolidated statements of profit or loss for the years ended December 31, 2018 and 2019, and HK$1.8 million was recognized and charged to our consolidated statements of profit or loss for the six months ended June 30, 2020. After June 30, 2020, approximately HK$27.3 million is expected to be charged to our consolidated statements of profit or loss, and approximately HK$114.3 million is expected to be charged against equity upon the Listing. The listing expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

The following is an illustrative and pro forma statement of our adjusted consolidated net tangible assets as of June 30, 2020, which has been prepared in accordance with Rule 4.29 of the Listing Rules for the purpose of illustrating the effect of the Global Offering as if it had taken place on that date as set out in the "Appendix I – Accountants' Report" to this prospectus.

This unaudited pro forma statement of adjusted consolidated net tangible assets has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of our financial position had the Global Offering been completed as of June 30, 2020 or any future dates.

	Audited consolidated net tangible liabilities attributable to owners of the Company as of June 30, 2020 *RMB'000 (note 1)*	**Estimated net proceeds from the Global Offering** *RMB'000 (note 2)*	**Estimated impact related to the changes of terms of convertible redeemable preferred shares upon Listing** *RMB'000 (note 3)*	**Unaudited pro forma adjusted consolidated net tangible assets as of June 30, 2020** *RMB'000*	**Unaudited pro forma adjusted consolidated net tangible assets per Share as of June 30, 2020** *RMB (note 4)*	*HK$ (note 5)*
Based on an Offer Price of HK$15.80 per Offer Share	(1,013,201)	2,099,453	1,586,847	2,673,099	4.00	4.38

	Audited consolidated net tangible liabilities attributable to owners of the Company as of June 30, 2020	**Estimated net proceeds from the Global Offering**	**Estimated impact related to the changes of terms of convertible redeemable preferred shares upon Listing**	**Unaudited pro forma adjusted consolidated net tangible assets as of June 30, 2020**	**Unaudited pro forma adjusted consolidated net tangible assets per Share as of June 30, 2020**	
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB*	*HK$*
	(note 1)	*(note 2)*	*(note 3)*		*(note 4)*	*(note 5)*
Based on an Offer Price of HK$16.94 per Offer Share	(1,013,201)	2,253,536	1,586,847	2,827,182	4.23	4.63
Based on an Offer Price of HK$18.08 per Offer Share	(1,013,201)	2,407,620	1,586,847	2,981,266	4.46	4.88

Notes:

1. *The consolidated net tangible liabilities of the Group attributable to equity holders of the Company as at June 30, 2020 was equal to the audited net liabilities attributable to owners of the Company as at June 30, 2020 of RMB1,013,129,000 after deducting of other intangible assets of RMB72,000 as of June 30, 2020 set out in the Accountants' Report in Appendix I to this prospectus.*

2. *The estimated net proceeds from the Global Offering are based on an Offer Price of HK$15.80, HK$16.94 and HK$18.08, after deduction of the underwriting fees and other related expenses payable by the Company and does not take into account any Shares which may be issued upon the exercise of the Over-allotment Option.*

3. *For the purpose of the unaudited pro forma financial information, considering the estimated impact related to the changes of terms of convertible redeemable preferred shares upon Listing, the unaudited pro forma adjusted net tangible assets attributable to the owners of the Company will be increased by RMB1,586,847,000, being the fair value of the Preferred Shares as at June 30, 2020. Upon the Listing and the completion of the Global Offering, all the Preferred Shares will be automatically converted into Shares. These Preferred Shares will be re-designated from liabilities to equity. The amount that is re-designated from liabilities to equity will be the fair value of the Preferred Shares on that date of the Global Offering.*

4. *The unaudited pro forma adjusted consolidated net tangible assets per Share is arrived at after the adjustments referred to in notes 2 and 3 above and on the basis of 668,198,144 Shares are in issue, assuming that the conversion of Preferred Shares into the Shares, the Capitalization Issue and the Global Offering had been completed on June 30, 2020 but does not take into account any Shares which may be sold pursuant to the exercise of the Over-allotment Option.*

5. *For the purpose of this unaudited pro forma statement of adjusted net tangible assets, the balances stated in RMB are converted into HK$ at the rate of RMB1.00 to HK$1.0948.*

6. *No adjustment has been made to the unaudited pro forma adjusted consolidated net tangible assets to reflect any trading results or other transactions of the Group entered into subsequent to June 30, 2020.*

NO MATERIAL ADVERSE CHANGE

Save for the subsequent events as described in note 30 to the Accountants' Report in Appendix I to this prospectus, our Directors confirm that, up to the date of this prospectus, there has been no material adverse change in our financial or trading position since June 30, 2020 (being the date on which the latest consolidated financial information of our Group was prepared) and there has been no event since June 30, 2020 which would materially affect the information shown in our consolidated financial statements included in the Accountants' Report in Appendix I to this prospectus.

DISCLOSURE UNDER RULES 13.13 TO 13.19 OF THE LISTING RULES

Our Directors confirm that, as at the Latest Practicable Date, there was no circumstance that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

OVERVIEW

Immediately following completion of the Capitalization Issue and the Global Offering (assuming the Over-allotment Option is not exercised), Dr. Mei will hold 175,927,994 Shares, representing approximately 26.33% of the issued share capital of our Company, through his interests in the JAY MEI 2020 GRAT, AM & Beyond Trust, Horsham Angel and Meiland. Accordingly, Dr. Mei will be our single largest Shareholder immediately after the Listing.

INDEPENDENCE OF OUR BUSINESS

We believe that we are capable of carrying out our business independently of Dr. Mei and his close associates after the Listing for the reasons set out below.

Management Independence

Upon the Listing, our Board will consist of three executive Directors, three non-executive Directors and three independent non-executive Directors, and our senior management team comprises four members.

The executive Directors and the senior management team are responsible for the day-to-day management of our operations. Notwithstanding the roles of Dr. Mei, our Directors are of the view that our Company is able to function independently from Dr. Mei for the following reasons:

(i) all of the non-executive Directors and independent non-executive Directors are independent of Dr. Mei and decisions of the Board require the approval of a majority vote from the Board;

(ii) we have appointed three independent non-executive Directors, comprising one-third of the total members of our Board, who have sufficient knowledge, experience and competence to provide a balance of the potentially interested Directors with a view to promote the interests of our Company and the Shareholders as a whole;

(iii) our Company has established internal control mechanisms to identify connected transactions to ensure that our Shareholders or Directors with conflicting interests in a proposed transaction will abstain from voting on the relevant resolutions;

(iv) in the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Company and our Directors or their respective close associates, the interested Director is obliged to declare and fully disclose such potential conflict of interests and shall abstain from voting at the relevant Board meetings in respect of such transactions and shall not be counted in the quorum; and

(v) each of our Directors is aware of his or her fiduciary duties and responsibilities under the Listing Rules as a director, which require that he or she acts for the benefit and in the best interest of our Company and does not allow any conflict between his or her duties as a Director and his or her personal interests.

Based on the above, our Directors believe that our Board and senior management as a whole are able to play a managerial role in our Company independently from Dr. Mei and his close associates after the Listing.

Operational Independence

We have established our own organizational structure, with each department assigned to specific areas of responsibilities which have been in operation and are expected to continue to operate independently from Dr. Mei and his close associates. We have independent access to suppliers and customers. We are also in possession of all relevant assets, licenses, trademarks and other intellectual properties necessary to carry on and operate our business and we have sufficient operational capacity in terms of capital and employees to operate independently.

Our Directors are of the view that there is no operational dependence by us on Dr. Mei and our Group is able to operate independently from Dr. Mei and his close associates after the Listing.

Financial Independence

Our Group has its own independent financial, internal control and accounting systems. We make financial decisions and determine our use of funds according to our own business needs. We have opened accounts with banks independently and do not share any bank account with Dr. Mei. We have made tax filings and paid tax independently of Dr. Mei pursuant to applicable laws and regulations. We have established an independent finance department as well as implemented sound and independent audit, accounting and financial management systems. We have adequate internal resources to support our daily operation. We do not expect to rely on Dr. Mei or any of his close associates for financing after the Listing as we expect that our working capital will be funded by the Pre-IPO Investors' investments as well as the proceeds from the Global Offering.

As of the Latest Practicable Date, there was no outstanding loan extended by Dr. Mei or his close associates to us and no guarantee has been provided for our benefit by Dr. Mei or any of his close associates.

Based on the above, our Directors consider that there is no financial dependence on Dr. Mei or any of his close associates.

COMPETITION

As of the Latest Practicable Date, neither Dr. Mei and his close associates nor any of our Directors is interested in any business, other than our Group, which competes or is likely to compete, either directly or indirectly, with our Group's business and which requires disclosure pursuant to Rule 8.10 of the Listing Rules.

As disclosed in the section headed "Directors and Senior Management — Executive Directors" in this prospectus, Dr. Mei has been a director of Jiangsu Asieris Pharmaceuticals Co., Ltd. (江蘇亞虹醫藥科技有限公司) ("**Asieris Pharmaceuticals**") since November 2014. Asieris Pharmaceuticals is a China-based company specializing in the R&D of new drugs for the treatment of genitourinary tumors and related diseases, which is distinctly different from our Group's business. Dr. Mei was appointed as a director by the board of directors of Asieris Pharmaceuticals for his management and industry experience. He is not involved in the day-to-day management of Asieris Pharmaceuticals and has not taken up any senior management roles in Asieris Pharmaceuticals. Dr. Mei does not receive remuneration for serving as a non-executive director of Asieris Pharmaceuticals.

In order to avoid any potential competition between Dr. Mei and us, Dr. Mei has entered into a confidentiality and non-compete agreement with Antengene Zhejiang on March 1, 2017, pursuant to which Dr. Mei agreed, among others, not to invest, own, manage, engage in, operate, advise, provide service, participate in or take office in any entity that competes with our business and not to carry out, engage in or participate in any competing business in any other manner throughout his term of employment and up to 24 months after termination of his employment for whatever reason, unless otherwise waived by our Group. If Dr. Mei breaches the abovementioned confidentiality and non-compete agreement, he shall be liable to indemnify us for all direct and indirect losses our Group may suffer as a consequence.

CORPORATE GOVERNANCE

Our Company will comply with the provisions of the Corporate Governance Code which sets out principles of good corporate governance in relation to, among other matters, directors, the chairman and chief executive officer, board composition, the appointment, re-election and removal of directors, their responsibilities and remuneration and communications with shareholders.

Our Directors recognize the importance of good corporate governance to protect the interests of our Shareholders. We have adopted the following corporate governance measures to safeguard good corporate governance standards and to avoid potential conflict of interests between our Group and Dr. Mei:

(i) our Company has established internal control mechanisms to identify connected transactions. Upon Listing, if our Group enters into connected transactions with Dr. Mei or his close associates, our Company will comply with the applicable requirements under the Listing Rules;

(ii) where a Shareholders' meeting is to be held for considering proposed transactions in which Dr. Mei or any of his close associates has any material interest, Dr. Mei and his close associates (as applicable) will not vote on the resolutions and shall not be counted in the quorum for the voting;

(iii) our Board consists of a balanced composition of executive, non-executive and independent non-executive Directors, with not less than one-third of independent non-executive Directors to ensure that our Board is able to effectively exercise independent judgment in its decision-making process and provide independent advice to our Shareholders. Our independent non-executive Directors individually and collectively possess the requisite knowledge and experience to perform their duties. They will review whether there is any conflict of interests between our Group and Dr. Mei and provide impartial and professional advice to protect the interests of our minority Shareholders;

(iv) where the advice from an independent professional, such as a financial or legal adviser, is reasonably requested by our Directors (including the independent non-executive Directors), the appointment of such an independent professional will be made at our Company's expenses; and

(v) we have appointed Rainbow Capital (HK) Limited as our Compliance Adviser, who will provide advice and guidance to us in respect of compliance with the applicable laws and the Listing Rules including various requirements relating to Directors' duties and corporate governance matters.

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflict of interests between our Group and Dr. Mei and to protect our minority Shareholders' rights after the Listing.

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately following completion of the Capitalization Issue and the Global Offering.

As of the Latest Practicable Date, our authorized share capital was US$50,000 divided into (i) 360,775,840 Shares; (ii) 36,350,670 Series A Preferred Shares; (iii) 68,412,476 Series B Preferred Shares; (iv) 24,770,992 Series C-1 Preferred Shares; and (v) 9,690,022 Series C-2 Preferred Shares.

The Preferred Shares will be converted into the Shares on a one-to-one basis by way of re-designation before the Listing.

Assuming the Over-allotment Option is not exercised, the share capital of our Company immediately following completion of the Capitalization Issue and the Global Offering will be as follows:

Description of Shares	**Number of Shares**	**Aggregate nominal value of Shares** *(US$)*	**Approximate percentage of issued share capital** *(%)*
Shares in issue (including the Shares upon re-designation of the Preferred Shares)	257,022,322	25,702.23	38.46
Shares to be issued pursuant to the Capitalization Issue	257,022,322	25,702.23	38.46
Shares to be issued under the Global Offering	154,153,500	15,415.35	23.07
Total	668,198,144	66,819.81	100.00

Assuming the Over-allotment Option is exercised in full, the share capital of our Company immediately following completion of the Capitalization Issue and the Global Offering will be as follows:

Description of Shares	Number of Shares	Aggregate nominal value of Shares *(US$)*	Approximate percentage of issued share capital *(%)*
Shares in issue (including the Shares upon re-designation of the Preferred Shares)	257,022,322	25,702.23	37.18
Shares to be issued pursuant to the Capitalization Issue	257,022,322	25,702.23	37.18
Shares to be issued under the Global Offering	177,276,500	17,727.65	25.64
Total	691,321,144	69,132.11	100.00

ASSUMPTIONS

The above tables assume that the Global Offering becomes unconditional, that Shares are issued pursuant to the Capitalization Issue and the Global Offering, and that the Preferred Shares are converted into the Shares on a one-to-one basis.

RANKING

The Offer Shares are Shares in the share capital of our Company and rank equally with all Shares currently in issue or to be issued (including all Preferred Shares re-designated into Shares immediately before completion of the Capitalization Issue and the Global Offering) and, in particular, will rank equally for all dividends or other distributions declared, made or paid on the Shares in respect of a record date which falls after the date of this prospectus.

CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

Pursuant to the Cayman Companies Law and the terms of the Articles of Association, our Company may from time to time by ordinary resolution of Shareholders: (i) increase its share capital; (ii) consolidate and divide its share capital into Shares of larger amount; (iii) divide its Shares into several classes; and (iv) cancel any Shares which have not been taken or agreed to be taken. In addition, our Company may, subject to the provisions of the Cayman Companies Law, reduce its share capital or capital redemption reserve by its Shareholders passing a special

resolution. See the section headed "Summary of the Constitution of our Company and Cayman Companies Law — Summary of the Constitution of our Company — 2. Articles of Association — 2.5 Alteration of capital" in this prospectus for further details.

EQUITY INCENTIVE PLANS

We adopted the Equity Incentive Plans. For further details, please see the section headed "Statutory and General Information — D. Equity Incentive Plans" in this prospectus.

GENERAL MANDATE TO ISSUE SHARES

Subject to the Global Offering becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with a total nominal value of not more than the sum of:

- 20% of the aggregate nominal value of the Shares in issue immediately following completion of the Capitalization Issue and the Global Offering; and

- the aggregate nominal value of the Shares repurchased by us under the authority referred to in the sub-section headed "General Mandate to Repurchase Shares" in this section.

This general mandate to issue Shares will expire at the earliest of:

- the conclusion of the next annual general meeting of our Company;

- the expiration of the period within which the next annual general meeting of our Company is required to be held by any applicable law or the Articles of Association; or

- the time when it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

See the section headed "Statutory and General Information — A. Further Information about our Group — 4. Resolutions of our Shareholders" in this prospectus for further details of the general mandate to allot, issue and deal with Shares.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the Global Offering becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase our own securities with nominal value of up to 10% of the aggregate nominal value of our Shares in issue immediately following completion of the Capitalization Issue and the Global Offering.

The repurchase mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which our Shares are listed (and which are recognized by the SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in the section headed "Statutory and General Information — A. Further Information about our Group — 5. Repurchase of our Own Securities" in this prospectus.

The general mandate to repurchase Shares will expire at the earliest of:

- the conclusion of the next annual general meeting of our Company;
- the expiration of the period within which the next annual general meeting of our Company is required to be held by any applicable law or the Articles of Association; or
- the time when it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

See the section headed "Statutory and General Information — A. Further Information about our Group — 4. Resolutions of our Shareholders" in this prospectus for further details of the general mandate to repurchase Shares.

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following completion of the Capitalization Issue and the Global Offering, assuming the Over-allotment Option is not exercised, the following persons will have interests and/or short positions in the Shares or underlying shares of our Company which would fall to be disclosed to us pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who is, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company or any other member of our Group. Our Directors are not aware of any arrangement which may at a subsequent date result in a change of control of our Company:

Substantial Shareholder	Capacity/ Nature of interest	Total number of Shares/underlying shares held as of the Latest Practicable Date[1]	Approximate percentage of interest in our Company as of the Latest Practicable Date *(%)*	Total number of Shares/underlying shares held immediately after completion of the Capitalization Issue and the Global Offering[2]	Approximate percentage of interest in our Company immediately after completion of the Capitalization Issue and the Global Offering[2] *(%)*
Dr. Mei[3]	Interest in controlled corporation and beneficial interest	89,963,997	35.00	179,927,994	26.93
JAY MEI 2020 GRAT[3]	Interest in controlled corporation	87,963,997	34.22	175,927,994	26.33
Horsham Angel[3]	Interest in controlled corporation	87,963,997	34.22	175,927,994	26.33
Meiland[3]	Beneficial interest	87,963,997	34.22	175,927,994	26.33
Boyu Capital Group Holdings Ltd.[4]	Interest in controlled corporation	33,125,075	12.89	66,250,150	9.91
Boyu Capital General Partner III, Ltd.[4]	Interest in controlled corporation	31,355,718	12.20	62,711,436	9.39
Boyu Capital General Partner III, L.P.[4]	Interest in controlled corporation	31,355,718	12.20	62,711,436	9.39
Boyu Capital Fund III, L.P.[4]	Interest in controlled corporation	31,355,718	12.20	62,711,436	9.39
Active Ambience Limited[4]	Beneficial interest	31,355,718	12.20	62,711,436	9.39
FountainVest China Capital Partners GP3 Ltd.[5]	Interest in controlled corporation	28,505,198	11.09	57,010,396	8.53
FV Begonia Partners GP Ltd.	Interest in controlled corporation	28,505,198	11.09	57,010,396	8.53
FV Begonia Partners, L.P.[5]	Interest in controlled corporation	28,505,198	11.09	57,010,396	8.53

Substantial Shareholder	Capacity/ Nature of interest	Total number of Shares/underlying shares held as of the Latest Practicable Date[1]	Approximate percentage of interest in our Company as of the Latest Practicable Date (%)	Total number of Shares/underlying shares held immediately after completion of the Capitalization Issue and the Global Offering[2]	Approximate percentage of interest in our Company immediately after completion of the Capitalization Issue and the Global Offering[2] (%)
Begonia Investment Ltd.[5]	Beneficial interest	28,505,198	11.09	57,010,396	8.53
Qiming Corporate GP V, Ltd[6]	Interest in controlled corporation	20,085,221	7.82	40,170,422	6.01
Qiming GP V, L.P.[6]	Interest in controlled corporation	19,480,824	7.58	38,961,648	5.83
Qiming Venture Partners V, L.P.[6]	Beneficial interest	19,480,824	7.58	38,961,648	5.83

Notes:

(1) The number of Shares held assuming that all of the Preferred Shares have been converted into the Shares on a one-to-one basis.

(2) Based on the assumption that the Over-allotment Option is not exercised.

(3) Meiland is wholly-owned by Horsham Angel. 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 addition, Dr. Mei is entitled to acquire up to 2,000,000 Shares (to be adjusted to 4,000,000 Shares upon completion of the Capitalization Issue) pursuant to the Share Options granted to him, subject to the relevant conditions (including the vesting conditions) thereunder.

*(4) Active Ambience Limited ("**Active Ambience**") is wholly-owned by Boyu Capital Fund III, L.P. ("**BCF III**"). Boyu Capital General Partner III, L.P. ("**BCGP III LP**") is the general partner of BCF III. Boyu Capital General Partner III, Ltd. ("**BCGP III Ltd**") is the general partner of BCGP III LP. Boyu Capital Group Holdings Ltd. ("**BCGH**") wholly-owns BCGP III Ltd. Accordingly, each of BCF III, BCGP III LP, BCGP III Ltd and BCGH is deemed to be interested in the total number of Shares held by Active Ambience. In addition, Supercluster Universe Limited ("**Supercluster Universe**") will hold 3,538,714 Shares immediately following completion of the Capitalization Issue and the Global Offering. Supercluster Universe is wholly-owned by Boyu Capital Opportunities Master Fund ("**BCOMF**"), which is in turn wholly-owned by Boyu Capital Investment Management Limited ("**BCIM**"). BCIM is wholly-owned by BCGH. Accordingly, BCGH is also deemed to be interested in the total number of Shares held by Supercluster Universe.*

*(5) Begonia Investment Ltd. ("**Begonia**") is wholly-owned by FV Begonia Partners, L.P., which is controlled/managed by FV Begonia Partners GP Ltd. and its sole shareholder, FountainVest China Capital Partners GP3 Ltd. Accordingly, each of FV Begonia Partners, L.P., FV Begonia Partners GP Ltd. and FountainVest China Capital Partners GP3 Ltd. is deemed to be interested in the total number of Shares held by Begonia.*

(6) Qiming GP V, L.P. is the general partner of Qiming Venture Partners V, L.P., and Qiming Corporate GP V, Ltd is the general partner of Qiming GP V, L.P. Accordingly, each of Qiming GP V, L.P. and Qiming Corporate GP V, Ltd is deemed to be interested in the total number of Shares held by Qiming Venture Partners V, L.P. In addition, Qiming Managing Directors Fund V, L.P. will hold 1,208,794 Shares immediately following completion of the Capitalization Issue and the Global Offering. Qiming Corporate GP V, Ltd is the general partner of Qiming Managing Directors Fund V, L.P. and is deemed to be interested in the total number of Shares held by the latter.

THE CORNERSTONE PLACING

We have entered into cornerstone investment agreements (each a "**Cornerstone Investment Agreement**", and together the "**Cornerstone Investment Agreements**") with the cornerstone investors set out below (each a "**Cornerstone Investor**", and together the "**Cornerstone Investors**"), pursuant to which the Cornerstone Investors have agreed to, subject to certain conditions, subscribe at the Offer Price for a certain number of Offer Shares (rounded down to the nearest whole board lot of 500 Shares) that may be purchased for an aggregate amount of US$179.4 million (approximately HK$1,390.5 million) (the "**Cornerstone Placing**").

Assuming an Offer Price of HK$15.80, being the low-end of the indicative Offer Price range set out in this prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investors would be 88,003,000 Offer Shares, representing approximately (i) 57.09% of the Offer Shares (assuming that the Over-allotment Option is not exercised), (ii) 49.64% of the Offer Shares (assuming that the Over-allotment Option is exercised in full), (iii) 13.17% of the Shares in issue immediately upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised), and (iv) 12.73% of the Shares in issue immediately upon completion of the Global Offering and the full exercise of the Over-allotment Option.

Assuming an Offer Price of HK$16.94, being the mid-point of the indicative Offer Price range set out in this prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investors would be 82,081,000 Offer Shares, representing approximately (i) 53.25% of the Offer Shares (assuming that the Over-allotment Option is not exercised), (ii) 46.30% of the Offer Shares (assuming that the Over-allotment Option is exercised in full), (iii) 12.28% of the Shares in issue immediately upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised), and (iv) 11.87% of the Shares in issue immediately upon completion of the Global Offering and the full exercise of the Over-allotment Option.

Assuming an Offer Price of HK$18.08, being the high-end of the indicative Offer Price range set out in this prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investors would be 76,904,000 Offer Shares, representing approximately (i) 49.89% of the Offer Shares (assuming that the Over-allotment Option is not exercised), (ii) 43.38% of the Offer Shares (assuming that the Over-allotment Option is exercised in full), (iii) 11.51% of the Shares in issue immediately upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised), and (iv) 11.12% of the Shares in issue immediately upon completion of the Global Offering and the full exercise of the Over-allotment Option.

Our Company is of the view that, leveraging on the Cornerstone Investors' investment experience, in particular in the life sciences and healthcare sectors, the Cornerstone Placing will help raise the profile of our Company and to signify that such investors have confidence in our business and prospect. Other than the six Cornerstone Investors who are existing Shareholders or their close associates as described below, our Company became acquainted with each of the Cornerstone Investors through introduction by the Joint Global Coordinators in the Global Offering.

The Cornerstone Placing will form part of the International Offering and the Cornerstone Investors will not subscribe for any Offer Shares under the Global Offering (other than pursuant to the Cornerstone Investment Agreements). The Offer Shares to be subscribed by the Cornerstone Investors will rank *pari passu* in all respect with the fully paid Shares in issue and will not count towards the public float of our Company under Rule 18A.07 of the Listing Rules. Immediately following the completion of the Global Offering, none of the Cornerstone Investors will become a substantial Shareholder of our Company (other than Boyu), and the Cornerstone Investors will not have any Board representation in our Company (other than Boyu).

To the best knowledge of our Company, (i) each of the Cornerstone Investors is an Independent Third Party and is not our connected person or its associate (other than Boyu); (ii) none of the Cornerstone Investors is accustomed to take instructions from our Company, the Directors, chief executive, substantial Shareholders, existing Shareholders or any of its subsidiaries or their respective close associates (other than the six Cornerstone Investors which are existing Shareholders of our Company or their close associates as described below); (iii) none of the subscription of the relevant Offer Shares by any of the Cornerstone Investors is financed by our Company, the Directors, chief executive, substantial Shareholders, existing Shareholders or any of its subsidiaries or their respective close associates (other than the six Cornerstone Investors which are existing Shareholders of our Company or their close associates as described below). Other than a guaranteed allocation of the relevant Offer Shares at the final Offer Price, the Cornerstone Investors do not have any preferential rights in the Cornerstone Investment Agreements compared with other public Shareholders. As confirmed by each of the Cornerstone Investors, their subscription under the Cornerstone Placing would be financed by their own internal resources and/or no external financing will be utilized. There are no side arrangements between our Company and the Cornerstone Investors or any benefit, direct or indirect, conferred on the Cornerstone Investors by virtue of or in relation to the Cornerstone Placing, other than a guaranteed allocation of the relevant Offer Shares at the final Offer Price.

Six of the Cornerstone Investors, namely Fidelity Investment Funds, GIC Private Limited, BlackRock Funds, Boyu, Gaoling Fund, L.P. and YHG Investment, L.P. and CRF Investment Holdings Company Limited, which are existing Shareholders of our Company or their close associates, have been permitted to participate in the Cornerstone Placing pursuant to paragraph 5.2 of Stock Exchange Guidance Letter HKEX-GL92-18 and the waiver from Rule 9.09(b) of the Listing Rules.

The Offer Shares to be subscribed by the Cornerstone Investors may be affected by reallocation of the Offer Shares between the International Offering and the Hong Kong Public Offering in the event of over-subscription under the Hong Kong Public Offering as described in the section headed "Structure of the Global Offering – The Global Offering – The Hong Kong Public Offering – Reallocation" in this prospectus. Details of the actual number of Offer Shares to be allocated to the Cornerstone Investors will be disclosed in the allotment results announcement of our Company to be published on or around November 19, 2020. There will be no delayed delivery of the Offer Shares and no deferred settlement arrangement for all of the Cornerstone Investors under the Cornerstone Investment Agreements.

OUR CORNERSTONE INVESTORS

Based on the Offer Price of HK$15.80 (being the Minimum Offer Price)

Cornerstone Investor	Investment Amount *(US$ in million)*[#]	Number of Offer Shares (rounded down to nearest whole board lot of 500 Shares)	Approximate % of total number of Offer Shares		Approximate % of total Shares in issue immediately following completion of Global Offering	
			Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is exercised in full	Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is exercised in full
			(%)	*(%)*	*(%)*	*(%)*
Fidelity Investment Funds	70.00	34,338,500	22.28%	19.37%	5.14%	4.97%
GIC Private Limited	20.00	9,811,000	6.36%	5.53%	1.47%	1.42%
BlackRock Funds	15.00	7,358,000	4.77%	4.15%	1.10%	1.06%
Boyu	15.00	7,358,000	4.77%	4.15%	1.10%	1.06%
Cormorant	15.00	7,358,000	4.77%	4.15%	1.10%	1.06%
Gaoling Fund, L.P. and YHG Investment, L.P.	15.00	7,358,000	4.77%	4.15%	1.10%	1.06%
Sequoia Capital China Growth	15.00	7,358,000	4.77%	4.15%	1.10%	1.06%
CRF Investment Holdings Company Limited	4.80	2,354,500	1.53%	1.33%	0.35%	0.34%
Laurion Capital Master Fund	4.80	2,354,500	1.53%	1.33%	0.35%	0.34%
Octagon Investments	4.80	2,354,500	1.53%	1.33%	0.35%	0.34%
Total	179.40	88,003,000	57.09%	49.64%	13.17%	12.73%

 # Note: To be converted to Hong Kong dollars based on the exchange rate as disclosed in this prospectus.

Based on the Offer Price of HK$16.94 (being the mid-point of the Offer Price range)

Cornerstone Investor	Investment Amount *(US$ in million)*[#]	Number of Offer Shares (rounded down to nearest whole board lot of 500 Shares)	Approximate % of total number of Offer Shares		Approximate % of total Shares in issue immediately following completion of Global Offering	
			Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is exercised in full	Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is exercised in full
			(%)	*(%)*	*(%)*	*(%)*
Fidelity Investment Funds	70.00	32,027,500	20.78%	18.07%	4.79%	4.63%
GIC Private Limited	20.00	9,150,500	5.94%	5.16%	1.37%	1.32%
BlackRock Funds	15.00	6,863,000	4.45%	3.87%	1.03%	0.99%
Boyu	15.00	6,863,000	4.45%	3.87%	1.03%	0.99%
Cormorant	15.00	6,863,000	4.45%	3.87%	1.03%	0.99%
Gaoling Fund, L.P. and YHG Investment, L.P.	15.00	6,863,000	4.45%	3.87%	1.03%	0.99%
Sequoia Capital China Growth	15.00	6,863,000	4.45%	3.87%	1.03%	0.99%
CRF Investment Holdings Company Limited	4.80	2,196,000	1.42%	1.24%	0.33%	0.32%
Laurion Capital Master Fund	4.80	2,196,000	1.42%	1.24%	0.33%	0.32%
Octagon Investments	4.80	2,196,000	1.42%	1.24%	0.33%	0.32%
Total	179.40	82,081,000	53.25%	46.30%	12.28%	11.87%

 # Note: To be converted to Hong Kong dollars based on the exchange rate as disclosed in this prospectus.

Based on the Offer Price of HK$18.08 (being the Maximum Offer Price)

Cornerstone Investor	Investment Amount *(US$ in million)*[#]	Number of Offer Shares (rounded down to nearest whole board lot of 500 Shares)	Approximate % of total number of Offer Shares		Approximate % of total Shares in issue immediately following completion of Global Offering	
			Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is exercised in full	Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is exercised in full
			(%)	*(%)*	*(%)*	*(%)*
Fidelity Investment Funds	70.00	30,008,000	19.47%	16.93%	4.49%	4.34%
GIC Private Limited	20.00	8,573,500	5.56%	4.84%	1.28%	1.24%
BlackRock Funds	15.00	6,430,000	4.17%	3.63%	0.96%	0.93%
Boyu	15.00	6,430,000	4.17%	3.63%	0.96%	0.93%
Cormorant	15.00	6,430,000	4.17%	3.63%	0.96%	0.93%
Gaoling Fund, L.P. and YHG Investment, L.P.	15.00	6,430,000	4.17%	3.63%	0.96%	0.93%
Sequoia Capital China Growth	15.00	6,430,000	4.17%	3.63%	0.96%	0.93%
CRF Investment Holdings Company Limited	4.80	2,057,500	1.33%	1.16%	0.31%	0.30%
Laurion Capital Master Fund	4.80	2,057,500	1.33%	1.16%	0.31%	0.30%
Octagon Investments	4.80	2,057,500	1.33%	1.16%	0.31%	0.30%
Total	**179.40**	**76,904,000**	**49.89%**	**43.38%**	**11.51%**	**11.12%**

 # Note: To be converted to Hong Kong dollars based on the exchange rate as disclosed in this prospectus.

The following information about the Cornerstone Investors was provided to our Company by the Cornerstone Investors in relation to the Cornerstone Placing.

1. Fidelity Investment Funds

Fidelity Management & Research (Hong Kong) Limited has entered into a Cornerstone Investment Agreement with our Company and the Joint Sponsors in the capacity as agent and/or fiduciary for the following entities: Fidelity Investment Trust: Fidelity Series Emerging Markets Opportunities Fund – Health Care Sub, FIAM Emerging Markets Opportunities Commingled Pool – Health Care Sub, Fidelity Central Investment Portfolios LLC: Fidelity Emerging Markets Equity Central Fund – Health Care Sub, Fidelity Emerging Markets Equity Multi-Asset Base Fund – Health Care, Fidelity Investment Trust: Fidelity Total Emerging Markets Fund – Healthcare Subportfolio, Fidelity Emerging Markets Opportunities Institutional Trust – Health Care, Fidelity Investment Trust: Fidelity Emerging Markets Discovery Fund – Healthcare Subportfolio, Fidelity Investment Trust: Fidelity Emerging Asia Fund, Fidelity Advisor Series VIII: Fidelity Advisor Emerging Asia Fund, Fidelity Securities Fund: Fidelity Blue Chip Growth Fund, Fidelity Securities Fund: Fidelity Series Blue Chip Growth Fund, Fidelity Securities Fund: Fidelity Blue Chip Growth K6 Fund, FIAM Target Date Blue Chip Growth Commingled Pool, Fidelity Blue Chip Growth Commingled Pool, Fidelity Blue Chip Growth Institutional Trust, Fidelity Securities Fund: Fidelity Flex Large Cap Growth Fund, Fidelity Investment Trust: Fidelity China Region Fund, Fidelity Global Innovators Investment Trust, FIDELITY SPECIAL SITUATIONS FUND, Fidelity Far East Fund, Fidelity Investment Trust: Fidelity Pacific Basin Fund and Fidelity Select Portfolios: Biotechnology Portfolio (collectively, "**Fidelity Investment Funds**"), all of which are advised or sub-advised by Fidelity Management & Research (Hong Kong) Limited and/or its affiliates.

2. GIC Private Limited

GIC Private Limited ("**GIC**") is a global investment management company established in 1981 to manage Singapore's foreign reserves. GIC invests internationally in equities, fixed income, foreign exchange, commodities, money markets, alternative investments, real estate and private equity. With its current portfolio size of more than US$100 billion, GIC is amongst the world's largest fund management companies.

3. BlackRock Funds

BlackRock Global Funds – World Healthscience Fund, BlackRock Health Sciences Trust II and BlackRock Health Sciences Master Unit Trust ("**BlackRock Funds**") are managed by investment subsidiaries of BlackRock, Inc. ("**BlackRock**"), which have discretionary investment management power over the respective BlackRock Funds. BlackRock is listed on the New York Stock Exchange (stock code: BLK). As of September 30, 2020, the firm managed approximately US$7.81 trillion in assets on behalf of investors worldwide. BlackRock's shareholders' and New York Stock Exchange's approval are not required for BlackRock Funds' subscription for the Offer Shares pursuant to the Cornerstone Investment Agreement. In addition to the conditions precedent as set out in "— Closing Conditions", the subscription

obligation of the BlackRock Funds is subject to the respective representations, warranties, acknowledgements, undertakings and confirmations of the Company being accurate, true and complete in all material respects and not misleading or deceptive and there being no material breach of the Cornerstone Investment Agreement on the part of the Company. Further, the BlackRock Funds are entitled to terminate the Cornerstone Investment Agreement in the event there is a material breach of the Cornerstone Investment Agreement by the Company or other contracting parties.

4. Boyu

Boyu Capital Opportunities Master Fund ("**Boyu**"), an exempted company with limited liability incorporated under the laws of the Cayman Islands, is an investment fund and managed by Boyu Capital Investment Management Co., Limited ("**Boyu Capital Investment**"). Boyu Capital Investment is a fund manager that focuses on investing in high quality business franchises with sustainable growth in the healthcare, consumer, Technology, Media and Telecommunications and financial sectors.

5. Cormorant

Cormorant Asset Management, LP ("**Cormorant**") is a SEC registered investment advisor located in Boston, Massachusetts, USA, which has been providing investment advisory services since March 2013. Cormorant invest primarily in public and private securities of healthcare and life sciences companies.

Our Company became acquainted with Cormorant through introduction by the Joint Global Coordinators in the Global Offering and our Company did not have any relationship with Cormorant prior to the introduction. To the best of the knowledge, information and belief of our Company and after making reasonable enquiries, Cormorant will use its own fund as its source of funding for the subscription.

6. Gaoling Fund, L.P. and YHG Investment, L.P.

Gaoling Fund, L.P. and YHG Investment, L.P. are limited partnerships formed under the laws of the Cayman Islands. Hillhouse Capital Advisors, Ltd. ("**Hillhouse Capital**") serves as the sole investment manager of Gaoling Fund, L.P. and the general partner of YHG Investment, L.P.

Founded in 2005, Hillhouse Capital is a global firm of investment professionals and operating executives who are focused on building and investing in high quality business franchises that achieve sustainable growth. Independent proprietary research and industry expertise, in conjunction with world-class operating and management capabilities, are key to Hillhouse Capital's investment approach. Hillhouse Capital partners with exceptional entrepreneurs and management teams to create value, often with a focus on enacting innovation and technological transformation. Hillhouse Capital invests in the healthcare, consumer, TMT,

advanced manufacturing, financial and business services sectors in companies across all equity stages. Hillhouse Capital and its group members manage assets on behalf of institutional clients such as university endowments, foundations, sovereign wealth funds, and family offices.

7. Sequoia Capital China Growth

SCC Growth VI Holdco F, Ltd. ("**Sequoia Capital China Growth**") is a company incorporated in the Cayman Islands and is a wholly-owned subsidiary of Sequoia Capital China Growth Fund VI, L. P. ("**Sequoia Capital China GVI Fund**"). Sequoia Capital China GVI Fund is an investment fund whose primary purpose is to make equity investments in private companies. The general partner of Sequoia Capital China GVI Fund is SC China Growth VI Management, L.P., whose general partner is SC China Holding Limited, a wholly-owned subsidiary of SNP China Enterprises Limited. Neil Nanpeng Shen is the sole shareholder of SNP China Enterprises Limited.

Our Company became acquainted with Sequoia Capital China Growth through introduction by the Joint Global Coordinators in the Global Offering and our Company did not have any relationship with Sequoia Capital China Growth prior to the introduction. To the best of the knowledge, information and belief of our Company and after making reasonable enquiries, Sequoia Capital China Growth will use its own fund as its source of funding for the subscription.

8. CRF Investment Holdings Company Limited

CRF Investment Holdings Company Limited ("**CRF**") is a limited liability company incorporated under the laws of the Cayman Islands. CRF is wholly-owned by China Reform Conson Soochow Overseas Fund I L.P., which is a China-related overseas investment firm specializing in industrials, TMT and healthcare sectors. China Reform Conson Soochow Overseas Fund I L.P. is mainly sponsored by China Reform Holdings Corporation Ltd ("**CRHC**") (through China Reform Investment Fund I L.P.), Qingdao Conson Development (Group) Co., Ltd. (through its wholly-owned subsidiary) and Soochow Securities Co., Ltd. (through its wholly-owned subsidiary). CRHC is a wholly state-owned investment company. Qingdao Conson Development (Group) Co., Ltd. is an investment company directly under the State-owned Assets Supervision and Administration Commission of the State Council of Qingdao City. Soochow Securities Co., Ltd. (東吳證券) is a full-service brokerage firm listed on the Shanghai Stock Exchange with stock code 601555.

9. Laurion Capital Master Fund

Laurion Capital Master Fund, Ltd. ("**Laurion Capital Master Fund**") is an exempted company formed under the laws of the Cayman Islands and operating as a private investment fund which is managed on a discretionary basis. Laurion Capital Management LP ("**Laurion Capital**") serves as the investment manager to the Laurion Capital Master Fund. As at September 30, 2020, the asset under management of Laurion Capital Master Fund was

approximately US$3.5 billion. Laurion Capital is an investment advisor registered with the U.S. Securities and Exchange Commission that provides investment advisory services to pooled investment vehicles operating as private investment funds.

Our Company became acquainted with Laurion Capital Master Fund through introduction by the Joint Global Coordinators in the Global Offering and our Company did not have any relationship with Laurion Capital Master Fund prior to the introduction. To the best of the knowledge, information and belief of our Company and after making reasonable enquiries, Laurion Capital Master Fund will use its own fund as its source of funding for the subscription.

10. Octagon Investments

Octagon Investments Master Fund LP ("**Octagon Investments**") is an exempted limited partnership formed under the laws of the Cayman Islands and operating as a private investment fund. Octagon Capital Advisors LP ("**Octagon Capital**"), a Delaware limited partnership and registered investment advisor with the U.S. Securities Exchange Commission, serves as the investment manager to Octagon Investments. Founded in 2019, Octagon Capital is a multi-stage investment manager dedicated to evidence-based investing in public and private healthcare companies. Octagon Capital strives to build concentrated, long-term investments and works with its portfolio management teams as partners. Octagon Capital manages capital on behalf of global institutions such as university endowments, non-profit foundations, family offices, pension funds and established asset managers.

Our Company became acquainted with Octagon Investments through introduction by the Joint Global Coordinators in the Global Offering and our Company did not have any relationship with Octagon Investments prior to the introduction. To the best of the knowledge, information and belief of our Company and after making reasonable enquiries, Octagon Investments will use its own fund as its source of funding for the subscription.

CLOSING CONDITIONS

The obligation of each Cornerstone Investor to subscribe for the Offer Shares under the respective Cornerstone Investment Agreement is subject to, among other things, the following closing conditions:

(i) the Hong Kong Underwriting Agreement and the International Underwriting Agreement being entered into and having become effective and unconditional (in accordance with their respective original terms or as subsequently waived or varied by agreement of the parties thereto) by no later than the time and date as specified in the Hong Kong Underwriting Agreement and the International Underwriting Agreement, and neither the Hong Kong Underwriting Agreement nor the International Underwriting Agreement having been terminated;

(ii) the Offer Price having been agreed upon between our Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters);

(iii) the Listing Committee having granted the approval for the listing of, and permission to deal in, the Shares (including the Shares under the Cornerstone Placing) as well as other applicable waivers and approvals and such approval, permission or waiver having not been revoked prior to the commencement of dealings in the Shares on the Stock Exchange;

(iv) no relevant laws or regulations shall have been enacted or promulgated by any governmental authority which prohibits the consummation of the transactions contemplated in the Global Offering or the Cornerstone Investment Agreement, and there shall be no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of such transactions; and

(v) the representations, warranties, undertakings and confirmations of the relevant Cornerstone Investor under the Cornerstone Investment Agreement are accurate and true in all material respects and not misleading and that there is no material breach of the Cornerstone Investment Agreement on the part of the relevant Cornerstone Investor.

RESTRICTIONS ON THE CORNERSTONE INVESTORS

Each of the Cornerstone Investors has agreed that it will not, whether directly or indirectly, at any time during the period of six months following the Listing Date (the "**Lock-up Period**"), dispose of any of the Offer Shares they have purchased pursuant to the relevant Cornerstone Investment Agreements, save for certain limited circumstances for the relevant Cornerstone Investor, such as transfers to any of its wholly-owned subsidiaries who will be bound by the same obligations of such Cornerstone Investor, including the Lock-up Period restriction.

BOARD OF DIRECTORS

As of the date of this prospectus, our Board of Directors consists of nine Directors, comprising three executive Directors, three non-executive Directors and three independent non-executive Directors.

The table below sets forth certain information in respect of the members of the Board of Directors of our Company:

Name	Age	Date of Joining our Group	Date of Appointment as Director	Position	Roles and Responsibilities
Dr. Jay Mei	54	April 1, 2017	August 28, 2018	Executive Director, Chairman of the Board and CEO	Overall strategic business planning and operational management
Mr. John F. Chin	54	January 2, 2020	August 18, 2020	Executive Director and CBO	Overall business development and commercial strategies and planning
Mr. Yiteng Liu (劉翼騰)	36	June 1, 2017	November 22, 2018	Executive Director and COO	Overall business operations and corporate finance
Mr. Xubo Hu (胡旭波)	44	July 25, 2017	November 22, 2018	Non-executive Director	Participating in formulating our Company's corporate and business strategies
Mr. Zhen Li (李甄)	41	January 11, 2019	February 4, 2019	Non-executive Director	Participating in formulating our Company's corporate and business strategies
Mr. Yanling Cao (曹彥淩)	36	January 11, 2019	February 4, 2019	Non-executive Director	Participating in formulating our Company's corporate and business strategies
Mr. Mark J. Alles	61	January 2, 2020	January 2, 2020	Independent non-executive Director	Supervising and providing independent judgment to our Board

Name	Age	Date of Joining our Group	Date of Appointment as Director	Position	Roles and Responsibilities
Ms. Jing Qian (錢晶)	44	November 9, 2020	November 9, 2020	Independent non-executive Director	Supervising and providing independent judgment to our Board
Mr. Sheng Tang (唐晟)	37	November 9, 2020	November 9, 2020	Independent non-executive Director	Supervising and providing independent judgment to our Board

Executive Directors

Jay Mei, **M.D., Ph.D.**, aged 54, was appointed as a Director on August 28, 2018. He was re-designated as an executive Director and appointed as the Chairman of the Board and the CEO on August 18, 2020. Dr. Mei has been one of the key management members of our Group and has been actively involved in the business, strategy and operational management of our Group since its establishment.

Dr. Mei has over 25 years of experience in clinical research and development of oncology therapeutics globally and has successfully led the development of multiple oncology products. He has published over 70 publications and holds multiple patents jointly with other inventors. In the 1990s, Dr. Mei dedicated himself to extensive cancer research at the National Cancer Institute in the United States as a staff fellow. In February 2001, Dr. Mei joined as a principal scientist in the oncology team in the drug discovery division and an associate director at Johnson & Johnson Pharmaceutical Research & Development, L.L.C.. From April 2006 to October 2008, Dr. Mei worked as a senior director at Novartis Oncology, part of the Innovative Medicines division of Novartis AG (a company listed on the SIX Swiss Exchange and the New York Stock Exchange with stock codes NOVN.SIX and NVS.NYSE, respectively). From October 2008 to March 2017, he served as an executive director of the clinical development department at Celgene (now part of Bristol-Myers Squibb (a company listed on the New York Stock Exchange with stock code BMY.NYSE)). Dr. Mei has been a director of Jiangsu Asieris Pharmaceuticals Co., Ltd. (江蘇亞虹醫藥科技有限公司) since November 2014. Dr. Mei was involved in the management of Antengene Zhejiang since April 2017. In addition, Dr. Mei currently holds an adjunct professorship at the Baruch S. Blumberg Institute.

Dr. Mei received his Doctor of Medicine degree in medicine from Hunan Medical University (湖南醫科大學) (now XiangYa School of Medicine of Central South University (中南大學湘雅醫學院)) in July 1989. Dr. Mei obtained his Doctor of Philosophy degree in pharmacology and toxicology from the University of Maryland in January 1994. Dr. Mei was a member of the American Society of Clinical Oncology and has also been a member of the American Society of Hematology since 2006.

Mr. John F. Chin, **MBA**, aged 54, 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 strategies and planning of our Group since he joined us.

From January 1992 to July 1998, Mr. Chin held a number of positions at Bristol-Myers Squibb (a company listed on the New York Stock Exchange with stock code BMY.NYSE), including oncology sales representative, oncology territory manager, associate manager for sales training and field training manager. 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 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 oncology 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 obtained his Master's degree in business administration from Pepperdine University in April 1998.

Mr. Yiteng Liu (劉翼騰), aged 36, was appointed as a Director on November 22, 2018. He was re-designated as an executive Director and appointed as the COO on August 18, 2020. Mr. Liu has been one of the key management members of our Group and has been actively involved in our business, strategy and operational management since our establishment.

From February 2008 to May 2009, Mr. Liu served as an engineer at Agilent Technologies Co. Ltd. From October 2010 to May 2011, he served as a research consultant at Frost & Sullivan (Beijing) Inc., Shanghai Branch Co. and worked on the global offering and listing on the Stock Exchange of Samsonite International S.A. From October 2011 to May 2012, Mr. Liu was appointed as a manager at CBRE and was responsible for headquarter site selection and investment consulting for multinational corporations and institutional investors such as Lego, Unilever, BlackStone, etc. From March 2013 to May 2017, he worked at CITIC Industrial Investment Group Corp., Ltd. while serving as the general manager of the strategic development department at CITIC Senior Living Ltd. Mr. Liu was also one of the founding team members of CITIC Senior Living Ltd. Mr. Liu was appointed as a vice president of Shanghai Antengene focusing on business operation and corporate finance on June 1, 2017. Mr. Liu was also involved in the management of Antengene Zhejiang since June 2017.

Mr. Liu received his Bachelor's degree in electronic science and technology from Harbin Institute of Technology (哈爾濱工業大學) in July 2007 and obtained his Master's degree in electronic engineering from The Hong Kong University of Science and Technology in November 2010.

Non-executive Directors

Mr. Xubo Hu (胡旭波), **MBA**, aged 44, was appointed as a Director on November 22, 2018 and re-designated as a non-executive Director on August 18, 2020. Mr. Hu is primarily responsible for participating in formulating our Company's corporate and business strategies.

Mr. Hu has over 13 years of experience in investment management, strategic consulting and operations management in the biomedicine industry. He joined Qiming Weichuang Venture Capital Management (Shanghai) Co. Ltd (啟明維創創業投資管理(上海)有限公司) in November 2006 and is currently a managing partner of the firm. Mr. Hu is also a director of Shanghai Sanyou Medical Technology Co. Ltd. (上海三友醫療器械股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code 688085.SH) and Amoy Diagnostics Co., Ltd. (廈門艾德生物醫藥科技股份有限公司) (a company listed on the Shenzhen Stock Exchange with stock code 300685.SZ). From December 2014 to April 2018, Mr. Hu also served as a non-executive director of BBI Life Sciences Corporation (previously listed on the Stock Exchange (stock code: 1035.HK), delisted in June 2020). Mr. Hu has also been a director of Antengene Zhejiang since July 2017.

Mr. Hu graduated from Shanghai Medical University (上海醫科大學) (now Fudan University Shanghai Medical College (復旦大學上海醫學院)) with a Bachelor's degree in medicine in July 1998. He obtained his Master's degree of business administration in international management from École Nationale des Ponts et Chaussées (now École des Ponts ParisTech) School of International Management in October 2004.

Mr. Zhen Li (李甄), aged 41, was appointed as a Director on February 4, 2019 and re-designated as a non-executive Director on August 18, 2020. Mr. Li is primarily responsible for participating in formulating our Company's corporate and business strategies.

Since January 2008, he has been the managing director at FountainVest Partners. He served as a non-executive director of Ningbo Peacebird Fashion Co., Ltd. (寧波太平鳥時尚服飾股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code 603877.SH) from November 2015 to November 2018 and FangDD Network Group Ltd. (a company listed on NASDAQ with stock code DUO.NASDAQ) from June 2015 to September 2019. Mr. Li has also been a director of Antengene Zhejiang since January 2019.

Mr. Li obtained his Bachelor's degree in laws and Master's degree in economics from Fudan University (復旦大學) in July 2000 and June 2005, respectively. He graduated with an Executive Master's degree in business administration from China Europe International Business School (中歐國際工商學院) in September 2012.

Mr. Yanling Cao (曹彥凌), aged 36, was appointed as a Director on February 4, 2019 and re-designated as a non-executive Director on August 18, 2020. Mr. Cao is primarily responsible for participating in formulating our Company's corporate and business strategies.

Mr. Cao has over ten years of experience in private equity investment and management. From December 2007 to January 2011, he served as an investment associate at General Atlantic Asia Limited, a company primarily engaged in private equity and venture capital investment, and was responsible for development, execution and management of equity investment. Mr. Cao has been the managing director of Boyu Capital Advisory Company Limited since March 2011 and currently serves as a partner, mainly responsible for investments in the healthcare industry. Mr. Cao served as a director of CStone Pharmaceuticals (基石藥業) (a company listed on the Stock Exchange with stock code 2616.HK) from April 2016 to March 2017 and has been a non-executive director since May 2019. He has been a director of Hygeia Healthcare Holdings Co., Limited (海吉亞醫療控股有限公司) (a company listed on the Stock Exchange with stock code 6078.HK) since June 2019 and has been a non-executive director since September 2019. He has also been a non-executive director of WuXi Biologics (Cayman) Inc. (藥明生物技術有限公司) (a company listed on the Stock Exchange with stock code 2269.HK) since May 2016, Viela Bio, Inc. (a company listed on NASDAQ with stock code VIE.NASDAQ) since February 2018 and Ocumension Therapeutics (歐康維視生物) (a company listed on the Stock Exchange with stock code 1477.HK) since June 2019. Mr. Cao has also been a director of Antengene Zhejiang since January 2019.

Mr. Cao obtained his Bachelor's degree in economics and mathematics from Middlebury College in the United States in May 2006.

Independent Non-executive Directors

Mr. Mark J. Alles, aged 61, has been serving in the capacity of an independent Director since January 2, 2020 and was re-designated as an independent non-executive Director effective as of August 18, 2020.

Mr. Alles began his 30-year career in the pharmaceutical industry at Bayer Pharmaceuticals Corporation and worked at Centocor Biotechnology, Inc. before its acquisition by Johnson and Johnson. Mr. Alles was a vice president of the U.S. oncology business unit at Aventis and served in other senior commercial roles at Aventis from 1993 to 2004. From April 2004 to November 2019, Mr. Alles held a number of positions, including chief commercial officer and global head of hematology/oncology, executive vice president, president, chief executive officer, executive director and the chairman at Celgene (now part of Bristol-Myers Squibb (a company listed on the New York Stock Exchange with stock code BMY.NYSE)). Mr. Alles has also served as a director at Syros Pharmaceuticals, Inc. (a company listed on NASDAQ with stock code SYRS.NASDAQ) since December 2019.

Mr. Alles received his Bachelor's degree in science from Lock Haven University in the United States in May 1981.

Ms. Jing Qian (錢晶), **MBA**, aged 44, is appointed as an independent non-executive Director effective as of November 9, 2020.

From July 1999 to July 2002, Ms. Qian served as an associate at The Boston Consulting Group. From March 2005 to December 2008, she served as a project manager at McKinsey & Company. From January 2009 to March 2010, Ms. Qian was appointed as a director responsible for business development and strategic planning for the Asia-Pacific region at Baxter (China) Investment Co., Ltd. From April 2010 to January 2012, she was appointed as a vice president in charge of business development at Boehringer Ingelheim Pharmaceutical Co., Ltd. Ms. Qian served as the principal at Fidelity Growth Partners Asia from January 2012 to December 2013. From February 2014 to October 2018, she was appointed as an executive director at Fountain Growth Capital China Limited. Since October 2018, Ms. Qian has been a partner at Pivotal BioVenture Partners China, a venture capital firm specializing in venture building in the life science industry.

Ms. Qian obtained her Bachelor's degree in international economics and Master's degree in economics from East China Normal University (華東師範大學) in July 1996 and July 1999, respectively. She received her Master's degree in business administration from The Wharton School, University of Pennsylvania in May 2004.

Mr. Sheng Tang (唐晟), **CPA**, **MBA**, aged 37, is appointed as an independent non-executive Director effective as of November 9, 2020.

From July 2005 to July 2007, Mr. Tang performed audit and business consulting work at PricewaterhouseCoopers Zhong Tian LLP. He served as a senior accountant from July 2007 to September 2011 and as a manager from October 2011 to May 2012 at Ernst & Young Hua Ming LLP Shanghai Branch. From January 2013 to January 2016, he served as a financial manager at CITIC Industrial Investment Group Corp., Ltd. Mr. Tang has been appointed as a senior lecturer at Shanghai Gaodun Financial Education Group since 2008 and was seconded to Sun Yat-Sen University and Shanghai University from March 2016 to June 2017. From September 2017 to July 2019, he served as the chief financial officer at Canada Tenkey Holdings. In February 2018, Mr. Tang founded Sheng Qian Plus Corp to provide accounting and tax consulting and education services.

Mr. Tang received his Bachelor's degree in economics from Shanghai Institute of International Business and Economics (上海對外貿易學院) (now Shanghai University of International Business and Economics (上海對外經貿大學)) in July 2005 and obtained his Master's degree in business administration from Fudan University (復旦大學) in January 2015. Mr. Tang became a member of the Chinese Institute of Certified Public Accountants in June 2012. In September 2014, he was admitted as a fellow of the Association of Chartered Certified Accountants. Mr. Tang became a member of the Chartered Professional Accountants Ontario in June 2018 and a member of the Hong Kong Institute of Certified Public Accountants in July 2018.

SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management of our business. The table below shows certain information in respect of the senior management of our Company:

Name	Age	Date of Joining our Group	Position	Roles and Responsibilities
Dr. Jay Mei	54	April 1, 2017	Executive Director, Chairman of the Board and CEO	Overall strategic business planning and operational management
Mr. John F. Chin	54	January 2, 2020	Executive Director and CBO	Overall business development and commercial strategies and planning
Mr. Yiteng Liu (劉翼騰)	36	June 1, 2017	Executive Director and COO	Overall business operations and corporate finance
Mr. Donald Andrew Lung	38	June 8, 2020	CFO	Overall financial planning and management

Jay Mei, **M.D.**, **Ph.D.**, aged 54, was appointed as a Director on August 28, 2018. He was re-designated as an executive Director and appointed as the Chairman of the Board and the CEO on August 18, 2020. For further details of his biography, please see the sub-section headed "Executive Directors" in this section.

Mr. John F. Chin, **MBA**, aged 54, was appointed as the CBO on January 2, 2020 and as an executive Director on August 18, 2020. For further details of his biography, please see the sub-section headed "Executive Directors" in this section.

Mr. Yiteng Liu (劉翼騰), aged 36, was appointed as a Director on November 22, 2018. He was re-designated as an executive Director and appointed as the COO on August 18, 2020. For further details of his biography, please see the sub-section headed "Executive Directors" in this section.

Mr. Donald Andrew Lung (龍振國), J.D., MBA, aged 38, was appointed as the CFO on June 8, 2020.

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.

Directors' and Senior Management's Interests

Save as disclosed above in this section, none of our Directors or senior management has been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus. Save as disclosed above in this section, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no other matter with respect to the appointment of our Directors that needs to be brought to the attention of our Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date. As of the Latest Practicable Date, save for the interests in the Shares of our Company held indirectly by Dr. Mei and Mr. Liu and directly by Mr. John F. Chin and Mr. Mark J. Alles, which are disclosed in the section headed "Statutory and General Information — C. Further Information about Our Directors" in this prospectus, none of our Directors held any interest in the securities within the meaning of Part XV of the SFO. Save as disclosed above in this section, as of the Latest Practicable Date, none of our Directors or senior management is related to other Directors or senior management of our Company.

JOINT COMPANY SECRETARIES

Mr. Yang Cao (曹洋), CFA, aged 30, was appointed as a joint company secretary of our Company on August 18, 2020. Mr. Cao joined our Group in April 2019 and has been serving as an associate director responsible for business operation of our Group. Prior to that, Mr. Cao worked at CITIC Industrial Investment Group Corp., Ltd. from April 2015 to December 2016. He was also one of the founding team members of CITIC Senior Living Ltd. and served as a supervisor there from January 2017 to March 2019.

Mr. Cao received his Bachelor's degree in international economics and trade and Japanese from China Foreign Affairs University (中國外交學院) in July 2013 and his Master's degree in economics from Northeastern University in Boston, the United States in January 2015. He is a member of the CFA Institute and a charterholder.

Mr. Keith Shing Cheung Wong (王承鏘), CPA, aged 33, was appointed as a joint company secretary of our Company on August 18, 2020. Mr. Wong has been a senior manager of SWCS Corporate Services Group (Hong Kong) Limited since March 2020, mainly responsible for managing the company secretarial and compliance work for companies listed on the Stock Exchange. Prior to joining SWCS Corporate Services Group (Hong Kong) Limited, Mr. Wong worked at KPMG, an international accounting firm, the investment department of Huajun International Group Limited (a company listed on the Stock Exchange with stock code 0377.HK) and the Listing Division of the Stock Exchange for 10 years.

Mr. Wong obtained his Bachelor's degree in finance, accounting and management from University of Nottingham in July 2009. He is a member of the Hong Kong Institute of Certified Public Accountants.

KEY TERMS OF EMPLOYMENT CONTRACTS

Employment Arrangements of Senior Management

We normally enter into (i) an employment contract and (ii) a confidentiality and non-compete agreement with our senior management members and other key personnel. Below sets forth the key terms of these contracts we enter into with our senior management members and other key personnel.

- *Terms*: We normally enter into an employment contract with our senior management members and other key personnel with a term of three years.

- *No conflict*: During the term of the employment, the employee shall work on a full-time basis for us and shall not, without our express prior written approval, work as an employee or consultant of any other company which competes with our Group.

Confidentiality

- *Confidential information:* The employee shall keep confidential information (i) that is not known to the public and of commercial value obtained from our Group during the term of his or her employment and (ii) in relation to the intellectual property rights created, applied for or held by our Group, including but not limited to trade secrets, written documents entered into with business partners, sales data and analysis, business plans and objectives, list of business partners, client data, human resource matters, financial information, technical information and intellectual property information.

- *Obligation and duration:* Except for legitimate business purposes, the employee shall not, for the term of his or her employment and thereafter, disclose, divulge, copy or use for profit any confidential information. In addition, the employee shall

return to the relevant personnel of our Group or otherwise properly deal with any documents, materials or information concerning our Group immediately upon the occurrence of job change, termination of employment or when any "need-to-know" circumstance ceases to exist.

Intellectual Property Rights

- *Acknowledgement:* The employee agrees that we shall have all rights in all inventions, creations, improvements, original works, designs, researches and other results (i) that the employee completes during the term of his or her employment in order to perform duties, complete tasks or with the use of our Group's resources; (ii) that is closely related to our Group's business and completed in the employee's spare time during the term of his or her employment or within one year after termination of his or her employment and is not for specific tasks and without the use of our Group's resources; or (iii) that the employee completes or assists in completing by referring to or using our confidential information, provided that the employee shall have the right of authorship in cases of (i) and (ii) above.

- *Indemnification and assignment*: The employee agrees to indemnify us for all direct and indirect losses suffered by us in cases of (i) to (iii) above and assist us to acquire the relevant intellectual rights pursuant to the terms of the confidentiality and non-compete agreement.

Non-competition and Non-solicitation

- *Non-competition obligation*: Unless otherwise waived by our Group, the employee shall not invest, own, manage, engage in, operate, advise, provide service, participate in or take office in any entity that competes with our business, nor shall the employee carry out, engage in or participate in any competing business in any other manner.

- *Non-solicitation obligation*: Unless otherwise waived by our Group, the employee shall not (i) solicit or attempt to induce any of our customers, suppliers, agents, traders, distributors, clients or any persons, partners or companies who are used to deal with our Group to terminate its engagement with us; or (ii) solicit or attempt to induce any person who is employed by our Group and in charge of technical or management work to leave our Group, or to hire such person or provide him or her with employment opportunity or service contract.

- *Duration*: The non-competition and non-solicitation obligations shall subsist throughout the employee's term of employment and up to 24 months after termination of employment for whatever reason.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors receive compensation in the form of fees, salaries, bonuses, other allowances, benefits in kind, contribution to the pension scheme and other share-based compensation. We determine the compensation of our Directors based on each Director's responsibilities, qualification, position and seniority. Each of our independent non-executive Directors has signed an appointment letter with us for a term of three years effective upon the date of this prospectus. For more information on the appointment letters, please refer to the section headed "Statutory and General Information — C. Further Information about Our Directors — 1. Particulars of Directors' Service Contracts and Appointment Letters" in this prospectus.

For more information on the Directors' remuneration during the Track Record Period as well as information on the highest paid individuals, please see Notes 8 and 9 of the Accountants' Report set out in Appendix I to this prospectus.

Save as disclosed above in this section and the sections headed "Financial Information", "Accountants' Report" and "Statutory and General Information" in this prospectus, no other payments have been paid or are payable during the Track Record Period to our Directors or senior management by our Group.

EQUITY INCENTIVE PLANS

We adopted the Equity Incentive Plans. For further details, please see the section headed "Statutory and General Information — D. Equity Incentive Plans" in this prospectus.

CORPORATE GOVERNANCE

We have established the following committees in our Board of Directors: an Audit Committee, a Remuneration Committee and a Nomination and Corporate Governance Committee. The committees operate in accordance with terms of reference established by our Board of Directors.

Audit Committee

Our Company has established the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The Audit Committee consists of three independent non-executive Directors, namely, Mr. Sheng Tang, Mr. Mark J. Alles and Ms. Jing Qian. Mr. Sheng Tang, being the chairman of the Audit Committee, holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules. The primary duties of the Audit Committee are to assist our Board of Directors by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management systems of our Group, overseeing the audit process and performing other duties and responsibilities assigned by our Board of Directors.

Remuneration Committee

Our Company has established the Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. The Remuneration Committee consists of one executive Director, namely, Dr. Mei, and two independent non-executive Directors, namely, Ms. Jing Qian and Mr. Mark J. Alles. Ms. Jing Qian is the chairwoman of the Remuneration Committee. The primary duties of the Remuneration Committee include, without limitation, making recommendations to the Board of Directors on our policy and structure for the remuneration of all Directors and senior management and on the establishment of a formal and transparent procedure for developing the policy on such remuneration, determining the specific remuneration packages of all Directors and senior management and reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Board of Directors from time to time.

Nomination and Corporate Governance Committee

Our Company has established the Nomination and Corporate Governance Committee with written terms of reference in compliance with the Corporate Governance Code. The Nomination and Corporate Governance Committee consists of one executive Director, namely, Dr. Mei, and two independent non-executive Directors, namely, Mr. Mark J. Alles and Ms. Jing Qian. Mr. Mark J. Alles is the chairman of the Nomination and Corporate Governance Committee. The primary duties of the Nomination and Corporate Governance Committee include, without limitation, reviewing the structure, size and composition of the Board of Directors, assessing the independence of the independent non-executive Directors, making recommendations to the Board of Directors on matters relating to the appointment of Directors, developing, reviewing and assessing the adequacy of our Company's policies and practices on corporate governance and reviewing our Company's compliance with the Corporate Governance Code and disclosure in the corporate governance report.

Corporate Governance Code

Pursuant to code provision A.2.1 of the Corporate Governance Code, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from the requirement that the roles of chairman and chief executive should be separate and should not be performed by the same individual. We do not have separate Chairman of the Board and CEO and Dr. Mei, the Chairman of our Board and CEO, currently performs these two roles. Our Board believes that, in view of his experience, personal profile and his roles in our Company as mentioned above, Dr. Mei is the Director best suited to identify strategic opportunities and focus of the Board due to his extensive understanding of our business as our CEO. Our Board also believes that the combined role of Chairman of the Board and CEO can promote the effective execution of strategic initiatives and facilitate the flow of information between management and the Board. Our Board will continue to review and consider splitting the roles of Chairman of the Board and the CEO at a time when it is appropriate by taking into account

the circumstances of our Group as a whole. We aim to implement a high standard of corporate governance, which is crucial to safeguard the interests of our Shareholders. To accomplish this, we expect to comply with the Corporate Governance Code after the Listing save for the matter disclosed above.

Board Diversity Policy

We are committed to promote diversity in our Company to the extent practicable by taking into consideration a number of factors in respect of our corporate governance structure.

We have adopted a board diversity policy which sets out the objective and approach to achieve and maintain diversity of our Board in order to enhance the effectiveness of our Board. Pursuant to the board diversity policy, we seek to achieve board diversity through the consideration of a number of factors, including but not limited to professional experience, skills, knowledge, gender, age, nationality, cultural and education background, ethnicity and length of service. Our Directors have a balanced mix of knowledge and skills, including knowledge and experience in the areas of biotechnology, clinical research, life science, business management, finance, investment and accounting. They obtained degrees in various areas including medicine, pharmacology, toxicology, science, organic chemistry, electronic engineering, business administration, economics, mathematics and laws. Our board diversity policy is well implemented as evidenced by the fact that there are both male and female Directors ranging from 36 years old to 61 years old with different nationalities and experience from different industries and sectors.

We are also committed to adopting a similar approach to promote diversity within the management (including but not limited to the senior management) of our Company to enhance the effectiveness of corporate governance of our Company as a whole.

Our Nomination and Corporate Governance Committee is delegated by our Board to be responsible for compliance with relevant codes governing board diversity under the Corporate Governance Code. Subsequent to the Listing, our Nomination and Corporate Governance Committee will review the board diversity policy from time to time to ensure its continued effectiveness and we will disclose in our corporate governance report about the implementation of the board diversity policy on an annual basis.

Compliance Adviser

We have appointed Rainbow Capital (HK) Limited as our Compliance Adviser pursuant to Rule 3A.19 of the Listing Rules. Our Compliance Adviser will provide us with guidance and advice as to compliance with the Listing Rules and applicable Hong Kong laws. Pursuant to Rule 3A.23 of the Listing Rules, our Compliance Adviser will advise our Company in certain circumstances including: (a) before the publication of any regulatory announcement, circular, or financial report; (b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases; (c) where we propose to use the proceeds of the Global Offering in a manner different from that detailed in

this prospectus or where the business activities, development or results of our Group deviate from any forecast, estimate or other information in this prospectus; and (d) where the Stock Exchange makes an inquiry to our Company under Rule 13.10 of the Listing Rules.

The term of appointment of our Compliance Adviser shall commence on the Listing Date and is expected to end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date.

COMPETITION

Each of our Directors confirms that as of the Latest Practicable Date, he or she did not have any interest in a business which competes or is likely to compete, directly or indirectly, with our business and requires disclosure under Rule 8.10 of the Listing Rules.

From time to time our non-executive Directors may serve on the boards of both private and public companies within the broader healthcare and biopharmaceutical industries. However, as these non-executive Directors are not members of our executive management team, we do not believe that their interests in such companies as directors would render us incapable of carrying on our business independently from the other companies in which these non-executive Directors may hold directorships from time to time.

USE OF PROCEEDS

We estimate that we will receive the net proceeds of approximately HK$2,467.2 million after deducting the underwriting fees and expenses payable by us in the Global Offering, assuming no Over-allotment Option is exercised and assuming an Offer Price of HK$16.94 per Offer Share, being the mid-point of the indicative Offer Price range of HK$15.80 to HK$18.08 per Offer Share in this prospectus. If the Offer Price is set at HK$18.08 per Share, being the high end of the indicative Offer Price range, the net proceeds from the Global Offering will increase by approximately HK$168.7 million. If the Offer Price is set at HK$15.80 per Share, being the low end of the indicative Offer Price range, the net proceeds from the Global Offering will decrease by approximately HK$168.7 million.

We intend to use the net proceeds we will receive from this offering for the following purposes:

(i) Approximately HK$1,002.6 million (representing 41% of the net proceeds) will be allocated to our Core Products.

- HK$690.3 million (representing 28% of the net proceeds) is expected to be used for ATG-010 (selinexor):

  - approximately HK$488.3 million (representing 20% of the net proceeds) is expected to fund its R&D activities, including the ongoing and planned clinical trials. We are conducting two registrational Phase II clinical trials of ATG-010 (selinexor) in China for R/R MM and R/R DLBCL, respectively. In addition, we are conducting a Phase Ib clinical study for the treatment of R/R T-cell lymphoma and NK/T-cell lymphoma in China, and there is an ongoing Phase II investigator initiated trial for the treatment of patients with KRAS-mutant NSCLC in China. We plan to submit the NDAs for both R/R MM and R/R DLBCL in China and leverage the data from the clinical trials carried out by Karyopharm to submit the NDA for ATG-010 (selinexor) by 2021 directly in certain APAC countries or territories where NDA approval may be obtained without additional clinical trials. For more information, please see the section headed "Business – Our Pipeline" in this prospectus, and milestone payments;

  - approximately HK$202.0 million (representing 8% of the net proceeds) is expected to fund the commercialization of ATG-010 (selinexor).

- HK$312.3 million (representing 13% of the net proceeds) is expected to be used for ATG-008 (onatasertib) to fund its R&D activities, including the ongoing and planned clinical trials. We are currently conducting three Phase I/II clinical trials on ATG-008 (onatasertib) to assess, among others, the safety and efficacy of ATG-008 (onatasertib) as a mono- or combination therapy for

HBV+ HCC and various solid tumors carrying certain genetic alternation. In addition, we have obtained the IND approval from the NMPA in July 2020 for a Phase II basket trial to assess ATG-008 (onatasertib) in various biomarker-driven solid tumors. We plan to start patient enrollment in the fourth quarter of 2020. For more information, please refer to the section headed "Business – Our Pipeline" in this prospectus.

(ii) Approximately HK$612.5 million (representing 25% of the net proceeds) will be allocated to fund our four other clinical-stage drug candidates.

- HK$261.9 million (representing 11% of the net proceeds) is expected to be used to fund the R&D activities of ATG-016 (eltanexor), including ongoing and planned clinical trials and milestone payments. We plan to conduct additional clinical trials on ATG-016 (eltanexor), including an open-label, single-arm Phase I/II clinical trial in China on HR-MDS (the HATCH trial), which we have submitted the IND application to the NMPA in August 2020 and expect to dose the first patient in the first half of 2021 upon IND approval. For more information on the latest status and next key milestones for ATG-016 (eltanexor), please refer to the section headed "Business — Our Pipeline" in this prospectus.

- HK$39.3 million (representing 2% of the net proceeds) is expected to be used to fund the R&D activities of ATG-527 (verdinexor), including ongoing and planned clinical trials and milestone payments. We plan to conduct additional clinical trials on ATG-527 (verdinexor), including an open-label, single-arm Phase I/II clinical trial in China on CAEBV infection, and we anticipate to submit the IND application for this study in the last quarter of 2020. For more information on the latest status and next key milestones for ATG-527 (verdinexor), please refer to the section headed "Business — Our Pipeline" in this prospectus.

- HK$81.5 million (representing 3% of the net proceeds) is expected to be used to fund the R&D activities of ATG-019, including ongoing and planned clinical trials and milestone payments. We are conducting a Phase I clinical trial (TEACH) of ATG-019 in Taiwan on NHL and advanced solid tumors and are planning to conduct additional clinical trials on ATG-019, including clinical trials exploring its combination potential. Patient enrollment for the TEACH trial is ongoing. For more information on the latest status and next key milestones for ATG-019, please refer to the section headed "Business — Our Pipeline" in this prospectus.

- HK$229.8 million (representing 9% of the net proceeds) is expected to be used to fund the R&D activities of ATG-017, including ongoing and planned clinical trials and milestone payments. We plan to conduct additional clinical trials on ATG-017, and are conducting a Phase I ERASER clinical trial for the treatment

of advanced solid tumors and hematological malignancies in Australia. We have received the acknowledgment from Therapeutic Goods Administration in August 2020 and dosed the first patient in September 2020. For more information on the latest status and next key milestones for ATG-017, please refer to the section headed "Business — Our Pipeline" in this prospectus.

(iii) Approximately HK$233.0 million (representing 9% of the net proceeds) is expected to be allocated to ongoing pre-clinical studies and planned clinical trials for other pre-clinical drug candidates in our pipeline. For more information on the latest status of our selected pre-clinical drug candidates, please refer to the section headed "Business — Our Pipeline" in this prospectus.

(iv) Approximately HK$336.6 million (representing 14% of the net proceeds) is expected to be allocated to expansion of our pipeline, including discovery of new drug candidates and business development activities.

(v) Approximately HK$35.8 million (representing 1% of the net proceeds) is expected to be allocated to capital expenditure. For more information, please refer to the section headed "Financial Information — Capital Expenditures" in this prospectus.

(vi) Approximately HK$246.7 million (representing 10% of the net proceeds) is expected to be used for general corporate purposes.

The above allocation of the proceeds will be adjusted on a pro rata basis in the event that the Offer Price is fixed at a higher or lower level compared to the mid-point of the estimated Offer Price range.

If the Over-allotment Option is exercised in full, and net proceeds that we will receive will be approximately HK$2,843.2 million, assuming an Offer Price of HK$16.94 per Share (being the mid-point of the indicative Offer Price range). In the event that the Over-allotment Option is exercised in full, we intend to apply the additional net proceeds to the above purpose in the proportions stated above.

To the extent that the net proceeds are not immediately applied to the above purposes and to the extent permitted by the relevant law and regulations, we intend to deposit the net proceeds into short-term demand deposits and/or money market instruments with licensed banks or authorized financial institutions in Hong Kong or the PRC. We will make an appropriate announcement if there is any change to the above proposed use of proceeds or if any amount of the proceeds will be used for general corporate purpose.

JOINT GLOBAL COORDINATORS

Goldman Sachs (Asia) L.L.C.
J.P. Morgan Securities (Asia Pacific) Limited
Citigroup Global Markets Asia Limited
China International Capital Corporation Hong Kong Securities Limited

JOINT BOOKRUNNERS AND JOINT LEAD MANAGERS

Goldman Sachs (Asia) L.L.C.
J.P. Morgan Securities (Asia Pacific) Limited (in relation to the Hong Kong Public Offering)
J.P. Morgan Securities plc (in relation to the International Offering)
Citigroup Global Markets Asia Limited (in relation to Hong Kong Public Offering)
Citigroup Global Markets Limited (in relation to the International Offering)
China International Capital Corporation Hong Kong Securities Limited
CMB International Capital Limited

UNDERWRITING

This Prospectus is published solely in connection with the Hong Kong Public Offering. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters on a conditional basis on the terms and conditions set out in this Prospectus and the Hong Kong Underwriting Agreement. The International Offering is expected to be fully underwritten by the International Underwriters. If, for any reason, the Offer Price is not agreed between the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and us on or before Thursday, November 19, 2020, or such other date as agreed between the parties, the Global Offering will lapse.

The Global Offering comprises the Hong Kong Public Offering of initially 15,416,000 Hong Kong Offer Shares and the International Offering of initially 138,737,500 International Offer Shares, subject, in each case, to reallocation on the basis as described in the section headed "Structure of the Global Offering" in this prospectus as well as to the Over-allotment Option.

UNDERWRITING ARRANGEMENTS

Hong Kong Public Offering

Hong Kong Underwriting Agreement

Pursuant to the Hong Kong Underwriting Agreement, we are offering Hong Kong Offer Shares for subscription by the public in Hong Kong in accordance with the terms and conditions of this Prospectus relating thereto.

Subject to (i) the Listing Committee granting listing of, and permission to deal in, the Shares to be offered as mentioned in this Prospectus pursuant to the Global Offering and the Shares to be issued pursuant to the Capitalization Issue (including any additional Shares that may be issued pursuant to the exercise of the Over-allotment Option) and (ii) certain other conditions set out in the Hong Kong Underwriting Agreement (including, among others, the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and us agreeing upon the Offer Price), the Hong Kong Underwriters have agreed severally and not jointly to subscribe or procure subscribers for their respective applicable proportions of the Hong Kong Offer Shares now being offered which are not taken up under the Hong Kong Public Offering on the terms and conditions of this Prospectus relating thereto and the Hong Kong Underwriting Agreement.

The Hong Kong Underwriting Agreement is conditional on and subject to, among others, the International Underwriting Agreement having been signed and becoming unconditional and not having been terminated in accordance with its terms.

Grounds for Termination

The obligations of the Hong Kong Underwriters to subscribe or procure subscribers for the Hong Kong Offer Shares under the Hong Kong Underwriting Agreement are subject to termination. If at any time prior to 8:00 a.m. on the day that trading in the Shares commences on the Stock Exchange:

(1) there develops, occurs, exists or comes into force:

(a) any event or a series of events in the nature of force majeure (including any acts of government, declaration of a national, regional or international emergency or war, calamity, crisis, epidemic and pandemic (including Severe Acute Respiratory Syndrome (SARS), Coronavirus Disease 2019 (COVID-19), H1N1 and H5N1 and such related/mutated forms and the escalation, mutation or aggravation of such diseases), or interruption or outbreak, escalation, mutation or aggravation of disease, economic sanctions, labour disputes, strikes, lock-outs, fire, explosion, flooding, earthquake, volcanic eruption, civil commotion, riots, rebellions, public disorder, acts of war, outbreak or escalation of hostilities (whether or not war is declared), acts of God or acts of terrorism (whether or not responsibility has been claimed), paralysis in government operations) in or directly or indirectly affecting Cayman Islands, Hong Kong, the PRC, the United States, the United Kingdom or the European Union (collectively, the "**Relevant Jurisdictions**"); or

(b) any change, or any development involving a prospective change, or any event or circumstance (or a series of which) likely to result in any change or development involving a prospective change, in any local, national, regional or international financial, economic, political, military, industrial, fiscal, legal, regulatory, currency, credit or market conditions or any monetary or trading

settlement system (including conditions in the stock and bond markets, money and foreign exchange markets, the interbank markets and credit markets) in or directly or indirectly affecting any Relevant Jurisdictions; or

(c) any moratorium, suspension or restriction (including any imposition of or requirement for any minimum or maximum price limit or price range) in or on trading in securities generally on the Hong Kong Stock Exchange, the Shanghai Stock Exchange, the Shenzhen Stock Exchange, the New York Stock Exchange, the NASDAQ Global Market or the London Stock Exchange; or

(d) any general moratorium on commercial banking activities in the Cayman Islands, Hong Kong (imposed by the Financial Secretary or the Hong Kong Monetary authority or other competent authority), the PRC, New York (imposed at Federal or New York State level or other competent authority), London, the PRC or any other Relevant Jurisdiction, or any disruption in commercial banking or foreign exchange trading or securities settlement or clearance services, procedures or matters in any Relevant Jurisdiction; or

(e) any new law, or any change or any development involving a prospective change or any event or circumstance likely to result in a change or a development involving a prospective change in (or in the interpretation or application by any court or other competent authority of) existing laws, in each case, in or affecting any of the Relevant Jurisdictions; or

(f) the imposition of sanctions, in whatever form, directly or indirectly, under any sanction laws, or regulations in, Hong Kong, the PRC or any other Relevant Jurisdiction; or

(g) a change or development involving a prospective change in or affecting Taxes (as defined in the Hong Kong Underwriting Agreement) or exchange control, currency exchange rates or foreign investment regulations (including a material devaluation of the Hong Kong dollar or the Renminbi against any foreign currencies and a change in the system under which the value of the Hong Kong currency is linked to that of the currency of the United States), or the implementation of any exchange control, in any of the Relevant Jurisdictions; or

(h) any litigation or claim of any third party being threatened or instigated against any member of the Group or any Director; or

(i) a contravention by any member of the Group or any Director of the Listing Rules or applicable laws; or

(j) non-compliance of this prospectus (or any other documents used in connection with the contemplated offer and sale of the Offer Shares) or any aspect of the Global Offering with the Listing Rules or any other applicable laws; or

(k) the issue or requirement to issue by the Company of any supplement or amendment to this prospectus (or to any other documents issued or used in connection with the contemplated offer and sale of the Shares) pursuant to the Companies Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance or the Listing Rules or any requirement or request of the SEHK and/or the SFC; or

(l) any change or development involving a prospective change in, or a materialization of, any of the risks set out in the section headed "Risk Factors" of this prospectus; or

(m) a valid demand by any creditor for repayment or payment of any indebtedness of any member of the Group or in respect of which any member of the Group is liable prior to its stated maturity

which, individually or in the aggregate, in the sole and absolute opinion of the Joint Global Coordinators (1) has or will have or may have a material adverse effect on the assets, liabilities, business, general affairs, management, prospects, shareholders' equity, profits, losses, results of operations, position or condition, financial or otherwise, or performance of the Group as a whole; or (2) has or will have or may have a material adverse effect on the success of the Global Offering or the level of applications under the Hong Kong Public Offering or the level of interest under the International Offering; or (3) makes or is likely to make it inadvisable or inexpedient or impracticable for the Global Offering to proceed or to market the Global Offering; or (4) has or will have or may have the effect of making any material part of the Hong Kong Underwriting Agreement (including underwriting) incapable of performance in accordance with its terms or preventing the processing of applications and/or payments pursuant to the Global Offering or pursuant to the underwriting thereof; or

(2) there has come to the notice of the Joint Global Coordinators:

(a) that any statement contained in any of this prospectus, the **GREEN** application forms and the formal notice, the pricing disclosure package, the offering circular and any other document made, issued, given, arising out of or used in connection with the contemplated offering and sale of the Offer Shares or otherwise in connection with the Global Offering, including without limitation any investor presentation materials relating to the Offer Shares and, in each case, all amendments or supplements thereto, whether or not approved by the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers or any of the Underwriters, the price determination agreement,

the cornerstone agreements, the receiving bank agreement, the registrar agreement and any agreement between the Company and the White Form eIPO Service Provider, the preliminary offering circular, and/or any notices, announcements, advertisements, communications or other documents issued or used by or on behalf of the Company in connection with the Global Offering (collectively, the "**Offer Related Documents**") (including any supplement or amendment thereto, but excluding the information relating to the Joint Sponsors, the Joint Global Coordinators, the Joint Lead Managers, the Joint Bookrunners or the Underwriters it being understood that such information consists of only their names, logos, addresses and qualifications) was, when it was issued, or has become, untrue, incorrect in any material respect or misleading, or that any forecast, estimate, expression of opinion, intention or expectation contained in any of the Offer Related Documents (including any supplement or amendment thereto) is not fair and honest and based on reasonable assumptions; or

(b) that any matter has arisen or has been discovered which would, had it arisen or been discovered immediately before the date of this prospectus constitute a material omission from any of the Offer Related Documents (including any supplement or amendment thereto); or

(c) any breach of any of the obligations imposed upon any party to the Hong Kong Underwriting Agreement or the International Underwriting Agreement (other than any of the Hong Kong Underwriters or the International Underwriters); or

(d) any event, act or omission which gives or is likely to give rise to any liability of any of the Company and Dr. Mei and Meiland (the "**Warranting Shareholders**") pursuant to the indemnities given by the indemnifying parties pursuant to the Hong Kong Underwriting Agreement and the International Underwriting Agreement; or

(e) any material adverse change or any development involving a prospective material adverse change, in or affecting the assets, liabilities, business, general affairs, management, prospects, shareholders' equity, profits, losses, results of operations, position or condition, financial or otherwise, or performance of the Company and the other members of the Group, taken as a whole; or

(f) any breach of, or any event or circumstance rendering untrue or incorrect in any respect, any of the Warranties (as defined in the Hong Kong Underwriting Agreement); or

(g) a Director or the chief financial officer or the chief operating officer or any member of senior management of the Company vacating his or her office; or

(h) a prohibition on the Company for whatever reason from offering, allotting, issuing or selling any of the Shares (including up to 23,123,000 additional Shares to be purchased by, or by investors procured by, the International Underwriters from the Company pursuant to the Over-Allotment Option) pursuant to the terms of the Global Offering; or

(i) that approval by the Listing Committee of the Hong Kong Stock Exchange of the listing of, and permission to deal in, the Shares to be issued or sold (including any additional Shares that may be issued or sold pursuant to the exercise of the Over-Allotment Option) under the Global Offering is refused or not granted, other than subject to customary conditions, on or before the Listing Date, or if granted, the approval is subsequently withdrawn, qualified (other than by customary conditions) or withheld; or

(j) the Company withdraws any of the Offer Related Documents or the Global Offering; or

(k) any person (other than the Joint Sponsors) has withdrawn its consent to being named in this prospectus or to the issue of any of this prospectus, the **GREEN** Application Forms and the formal notice; or

(l) a Director or a member of the Group's senior management as named in this prospectus being charged with an indictable offense or prohibited by operation of law or otherwise disqualified from taking part in the management or taking directorship of a company; or

(m) an Authority (as defined in the Hong Kong Underwriting Agreement) or a political body or organisation in any Relevant Jurisdiction commencing any investigation or other action, or announcing an intention to investigate or take other action, against any member of the Group or any Director; or

(n) any order or petition for the winding up or liquidation of any member of the Group or any composition or arrangement made by any member of the Group with its creditors or a scheme of arrangement entered into by any member of the Group or any resolution for the winding-up of any member of the Group or the appointment of a provisional liquidator, receiver or manager over all or part of the material assets or undertaking of any member of the Group or anything analogous thereto occurring in respect of any member of the Group.

Undertakings pursuant to the Listing Rules and the Hong Kong Underwriting Agreement

(A) Undertakings by the Company

Pursuant to Rule 10.08 of the Listing Rules, we have undertaken to the Hong Kong Stock Exchange that we will not issue any further Shares or securities convertible into equity securities (whether or not of a class already listed) or enter into any agreement to such issue within six months from the date on which our securities first commence dealings on the Hong Kong Stock Exchange (whether or not such issue of Shares or securities will be completed within six months from the commencement of dealings), except pursuant to the Global Offering, the Over-allotment Option or any of the circumstances provided under Rule 10.08 of the Listing Rules.

The Company has undertaken to each of the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Hong Kong Underwriters that except pursuant to the Global Offering (including pursuant to the Over-allotment Option), at any time after the date of the Hong Kong Underwriting Agreement up to and including the date falling six months after the Listing Date (the "**Hong Kong Underwriting Agreement First Six-Month Period**"), it will not, without the prior written consent of the Joint Sponsors and the Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) and unless in compliance with the requirements of the Listing Rules:

(a) allot, issue, sell, accept subscription for, offer to allot, issue or sell, contract or agree to allot, issue or sell, mortgage, charge, pledge, hypothecate, lend, grant or sell any option, warrant, contract or right to subscribe for or purchase, grant or purchase any option, warrant, contract or right to allot, issue or sell, or otherwise transfer or dispose of or create a mortgage, charge, pledge, lien, or other security interest or option, restriction, right of first refusal, right of pre-emption or other third party claim, right, interest or preference or any other encumbrance of any kind (an "**Encumbrance**") over, or agree to transfer or dispose of or create an Encumbrance over, either directly or indirectly, conditionally or unconditionally or repurchase any Shares or other securities of the Company or any interest in any of the foregoing (including any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Shares); or

(b) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Shares or other securities of the Company or any interest in any of the foregoing (including any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Shares); or

(c) enter into any transaction with the same economic effect as any transaction specified in (a) or (b) above; or

(d) offer to or agree to or announce any intention to effect any transaction specified in (a), (b) and (c) above,

in each case, whether any of the foregoing transactions is to be settled by delivery of Shares or other securities of the Company as applicable, or, in cash or otherwise (whether or not the issue of such Shares or other shares or securities will be completed within the Hong Kong Underwriting Agreement First Six-Month Period). The Company further agrees that, in the event the Company enters into any of the transactions described in Clause (a), (b) or (c) above or offers to or agrees to or announces any intention to effect any such transaction during the period of six months commencing on the date on which the Hong Kong Underwriting Agreement First Six-Month Period expires (the "**Hong Kong Underwriting Agreement Second Six-Month Period**"), the Company shall take all reasonable steps to ensure that it will not create a disorderly or false market in the securities of the Company. Each of the Warranting Shareholders has undertaken to each of the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Hong Kong Underwriters to procure the Company to comply with such undertakings.

(B) Undertakings by the Warranting Shareholders

Each of the Warranting Shareholders has undertaken to the Stock Exchange that, save as approved by the Stock Exchange in writing or permitted under the Listing Rules otherwise, he/it shall not at any time during the Hong Kong Underwriting Agreement First Six-Month Period, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of those Shares or other securities of our Company in respect of which any of them is shown by this prospectus to be the beneficial owner.

Each of the Warranting Shareholders has undertaken to each of the Company, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Hong Kong Underwriters that, without the prior written consent of the Joint Sponsors and the Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) and unless in compliance with the requirements of the Listing Rules:

(a) he/it will not, and will procure that the relevant registered holder(s), any nominee or trustee holding on trust for him or her or it and the companies controlled by him or her or it will not, at any time during the Hong Kong Underwriting Agreement First Six-Month Period, (i) sell, offer to sell, contract or agree to sell, mortgage, charge, pledge, hypothecate, lend, grant or sell any option, warrant, contract or right to purchase, grant or purchase any option, warrant, contract or right to sell, or otherwise transfer or dispose of or create an Encumbrance over, or agree to transfer or dispose of or create an Encumbrance over, either directly or indirectly,

conditionally or unconditionally, any Shares or other securities of the Company or any interest therein (including any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Shares), or deposit any Shares or other securities of the Company with a depositary in connection with the issue of depositary receipts, or (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Shares or other equity securities of the Company or any interest therein (including any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Shares), or (iii) enter into any transaction with the same economic effect as any transaction specified in (i) or (ii) above, or (iv) offer to or agree to or announce any intention to effect any transaction specified in (i), (ii) or (iii) above, in each case, whether any of the transactions specified in (i), (ii) or (iii) above is to be settled by delivery of Shares or other securities of the Company or in cash or otherwise (whether or not the issue of such Shares or other securities will be completed within the Hong Kong Underwriting Agreement First Six-Month Period or the Hong Kong Underwriting Agreement Second Six-Month Period);

(b) until the expiry of the Hong Kong Underwriting Agreement Second Six-Month Period, in the event that it enters into any of the transactions specified in (a)(i), (ii) or (iii) above or offers to or agrees to or announces any intention to effect any such transaction, it will take all reasonable steps to ensure that it will not create a disorderly or false market in the securities of the Company;

(c) at any time during the Hong Kong Underwriting Agreement First Six-Month Period, it will (i) if and when it pledges or charges any Shares or other securities of the Company beneficially owned by it, immediately inform the Company and the Joint Global Coordinators in writing of such pledge or charge together with the number of Shares or other securities of the Company so pledged or charged; and (ii) if and when it receives indications, either verbal or written, from any pledgee or chargee that any of the pledged or charged Shares or other securities of the Company will be disposed of, immediately inform the Company and the Joint Global Coordinators in writing of such indications.

(C) Undertakings by the Existing Shareholders

Without prejudice to any other lock-ups as described in this prospectus, each of the existing Shareholders (each an "**Existing Shareholder**") has undertaken to our Company and each of the Joint Sponsors (for themselves and on behalf of each of the International Underwriters and the Hong Kong Underwriters) through lock-up undertakings which are generally similar save for certain specific circumstances that such Existing Shareholder will not and, if applicable, will procure that no company controlled by the Existing Shareholder or any nominee or trustee holding the Shares in trust for the Existing Shareholder, as the case may

be, will, at any time during the period of six months from the date on which listing and dealing in the shares of the Company first commences on the Stock Exchange (the "**Existing Shareholder Lock-up Period**"):

(a) sell, offer to sell, contract or agree to sell, mortgage, charge, assign, pledge, hypothecate, lend, grant or sell any option, warrant, contract or right to purchase, grant or purchase any option, warrant, contract or right of first refusal, right of pre-emption, right to sell, or other third party claim, right, interest or preference or otherwise transfer or dispose of, in any way, or create a mortgage, charge, pledge, lien or other security interest or any option, restriction, right of first refusal, right of pre-emption or other third party claim, right, interest or preference or any other encumbrance of any kind (each an "**Encumbrance**") over, or agree to transfer or dispose of or create an Encumbrance over, either directly or indirectly, in whole or in part, conditionally or unconditionally, any Shares in respect of which such Existing Shareholder is shown by this prospectus to be the beneficial owner as at the date of the undertaking, and such Shares as may be further subscribed by such Existing Shareholder or its affiliates on or before the Listing Date (the "**Existing Shares**") or any securities or any interest in any company or entity holding any Existing Shares (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Existing Shares or any interest therein or other securities of our Company), or deposit any Existing Shares or any interest therein or other securities of our Company, with a depositary in connection with the issue of depositary receipts;

(b) enter into any option, swap, derivative or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Existing Shares or other securities of our Company, or any interest in any of the foregoing (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Existing Shares or other securities of our Company);

(c) enter into any transactions directly or indirectly with the same economic effect as any transaction described in (a) or (b) above; or

(d) offer to or contract to or agree to or announce any intention to effect any transaction described in (a), (b) or (c) above,

in each case, whether any such transaction described in (a), (b), (c) or (d) above is to be settled by delivery of the Existing Shares or other securities of our Company or in cash or otherwise (whether or not the issue of such Shares or other securities will be completed within the Existing Shareholder Lock-up Period), provided that the above restrictions shall not prevent any Existing Shareholder from transferring all or part of the Existing Shares: (i) as may be required by applicable law or regulation or by any competent authority; (ii) with the prior written consent of our Company and the Joint Sponsors (for

themselves and on behalf of each of the International Underwriters and the Hong Kong Underwriters); or (iii) to any wholly-owned subsidiary or affiliate, as the case may be of the Existing Shareholder, provided that such wholly-owned subsidiary transferee or affiliate transferee shall be subject to the same obligations and restrictions under the undertakings provided by the Existing Shareholder.

Hong Kong Underwriters' Interests in the Company

Except for its obligations under the Hong Kong Underwriting Agreement and save as disclosed in this Prospectus, none of the Hong Kong Underwriters has any shareholding interest in the Company or any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for securities in the Company.

Following the completion of the Global Offering, the Hong Kong Underwriters and their affiliated companies may hold a certain portion of the Shares as a result of fulfilling their obligations under the Hong Kong Underwriting Agreement.

The International Offering

International Underwriting Agreement

In connection with the International Offering, it is expected that we will enter into the International Underwriting Agreement with, among others, the International Underwriters. Under the International Underwriting Agreement, subject to the conditions set out therein, it is expected that the International Underwriters would, severally and not jointly, agree to procure purchasers for, or to purchase, Offer Shares being offered pursuant to the International Offering (excluding, for the avoidance of doubt, the Offer Shares which are subject to the Over-allotment Option). It is expected that the International Underwriting Agreement may be terminated on similar grounds as the Hong Kong Underwriting Agreement. Potential investors are reminded that in the event that the International Underwriting Agreement is not entered into, the Global Offering will not proceed.

Over-allotment Option

We expect to grant to the International Underwriters, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters), the Over-allotment Option, which will be exercisable from the date of the International Underwriting Agreement until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 23,123,000 Shares, representing approximately 15% of the initial Offer Shares, at the same price per Offer Share under the International Offering.

Commissions and Expenses

The Underwriters will receive a commission of 3% of the aggregate Offer Price of all the Offer Shares, out of which they will pay any sub-underwriting commissions. Our Company may also in our sole discretion pay an incentive fee of up to 1% of the Offer Price of all the Offer Shares.

For unsubscribed Hong Kong Offer Shares reallocated to the International Offering, we will pay the underwriting commission attributable to such reallocated Hong Kong Offer Shares to the Joint Global Coordinators and the relevant International Underwriters (but not the Hong Kong Underwriters). The underwriting commission was determined between the Company and the Underwriters after arm's length negotiations with reference to current market conditions.

The aggregate commissions and fees, together with Hong Kong Stock Exchange listing fees, SFC transaction levy and Hong Kong Stock Exchange trading fee, legal and other professional fees and printing and all other expenses relating to the Global Offering, which are estimated to amount in aggregate to approximately HK$144.2 million (assuming (i) an Offer Price of HK$16.94 per Offer Share (being the mid-point of the indicative Offer Price range stated in this Prospectus), (ii) the full payment of the discretionary incentive fee, and (iii) the Over-allotment Option is not exercised at all), are payable and borne by the Company.

Joint Sponsors' Fee

An amount of US$500,000 is payable by the Company as sponsor fees to each of the Joint Sponsors, totalling an amount of US$1,000,000.

Other Services Provided by the Underwriters

The Joint Global Coordinators and the Underwriters may in their ordinary course of business provide financing to investors subscribing for the Offer Shares offered by this Prospectus. Such Joint Global Coordinators and Underwriters may enter into hedges and/or dispose of such Offer Shares in relation to the financing which may have a negative impact on the trading price of the Shares.

Indemnity

We have agreed to indemnify, among others, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Hong Kong Underwriters for certain losses which they may suffer, including, among other matters, losses arising from the performance of their obligations under the Hong Kong Underwriting Agreement and any breach by us of the Hong Kong Underwriting Agreement as the case may be.

INDEPENDENCE OF THE JOINT SPONSORS

Each of the Joint Sponsors satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

ACTIVITIES BY SYNDICATE MEMBERS

The underwriters of the Hong Kong Public Offering and the International Offering (together, the "**Syndicate Members**") and their affiliates may each individually undertake a variety of activities (as further described below) which do not form part of the underwriting or stabilizing process.

The Syndicate Members and their affiliates are diversified financial institutions with relationships in countries around the world. These entities engage in a wide range of commercial and investment banking, brokerage, funds management, trading, hedging, investing and other activities for their own account and for the account of others. In relation to the Shares, those activities could include acting as agent for buyers and sellers of the Shares, entering into transactions with those buyers and sellers in a principal capacity, proprietary trading in the Shares, and entering into over-the-counter or listed derivative transactions or listed and unlisted securities transactions (including issuing securities such as derivative warrants listed on a stock exchange) which have as their underlying assets, assets including the Shares. Those activities may require hedging activity by those entities involving, directly or indirectly, the buying and selling of the Shares. All such activities could occur in Hong Kong and elsewhere in the world and may result in the Syndicate Members and their affiliates holding long and/or short positions in the Shares, in baskets of securities or indices including the Shares, in units of funds that may purchase the Shares, or in derivatives related to any of the foregoing.

In relation to issues by Syndicate Members or their affiliates of any listed securities having the Shares as their underlying securities, whether on the Hong Kong Stock Exchange or on any other stock exchange, the rules of the exchange may require the issuer of those securities (or one of its affiliates or agents) to act as a market maker or liquidity provider in the security, and this will also result in hedging activity in the Shares in most cases.

All such activities may occur both during and after the end of the stabilizing period described in the section headed "Structure of the Global Offering" in this prospectus. Such activities may affect the market price or value of the Shares, the liquidity or trading volume in the Shares and the volatility of the price of the Shares, and the extent to which this occurs from day to day cannot be estimated.

It should be noted that when engaging in any of these activities, the Syndicate Members will be subject to certain restrictions, including the following:

(a) the Syndicate Members (other than the Stabilizing Manager or its affiliates or any person acting for it) must not, in connection with the distribution of the Offer Shares, effect any transactions (including issuing or entering into any option or other derivative transactions relating to the Offer Shares), whether in the open market or otherwise, with a view to stabilizing or maintaining the market price of any of the Offer Shares at levels other than those which might otherwise prevail in the open market; and

(b) the Syndicate Members must comply with all applicable laws and regulations, including the market misconduct provisions of the SFO, such as the provisions prohibiting insider dealing, false trading, price rigging and stock market manipulation.

THE GLOBAL OFFERING

This Prospectus is published in connection with the Hong Kong Public Offering as part of the Global Offering. The Global Offering comprises:

(1) the Hong Kong Public Offering of initially 15,416,000 Shares in Hong Kong as described below in the section headed "Structure of the Global Offering — The Hong Kong Public Offering" below; and

(2) the International Offering of an aggregate of initially 138,737,500 Shares to be offered (i) in the United States to QIBs in transactions exempt from or not subject to the registration requirements the U.S. Securities Act in reliance on Rule 144A or another available exemption thereunder; or (ii) outside the United States to investors in offshore transactions in reliance on Regulation S and the applicable laws of the jurisdiction where those offers and sales occur. At any time from the date of the International Underwriting Agreement until 30 days after the last day for the lodging of applications in the Hong Kong Public Offering, the Joint Global Coordinators, as representatives of the International Underwriters, have an option to require the Company to issue and allot up to an aggregate of 23,123,000 additional Offer Shares, representing approximately 15% of the initial number of Offer Shares to be offered in the Global Offering, at the Offer Price to cover over-allocation in the International Offering, if any.

Investors may apply for Hong Kong Offer Shares under the Hong Kong Public Offering or apply for or indicate an interest for International Offer Shares under the International Offering, but may not do both.

The Offer Shares will represent approximately 23.1% of the enlarged issued share capital of the Company immediately after completion of the Capitalization Issue and the Global Offering without taking into account the exercise of the Over-allotment Option. If the Over-allotment Option is exercised in full, the Offer Shares will represent approximately 25.6% of the enlarged issued share capital immediately after completion of the Capitalization Issue and the Global Offering and the exercise of the Over-allotment Option as set out in the section headed "Structure of the Global Offering — The International Offering — Over-allotment Option" below.

The number of Offer Shares to be offered under the Hong Kong Public Offering and the International Offering may be subject to reallocation as described in the section headed "Structure of the Global Offering — The Hong Kong Public Offering — Reallocation" below.

References in this Prospectus to applications, application monies or the procedure for application relate solely to the Hong Kong Public Offering.

THE HONG KONG PUBLIC OFFERING

Number of Offer Shares Initially Offered

The Company is initially offering 15,416,000 Shares for subscription by the public in Hong Kong at the Offer Price, representing approximately 10% of the total number of Offer Shares initially available under the Global Offering. The Hong Kong Offer Shares will represent approximately 2.3% of the Company's enlarged share capital immediately after completion of the Capitalization Issue and the Global Offering, assuming that the Over-allotment Option is not exercised.

The Hong Kong Public Offering is open to members of the public in Hong Kong as well as to institutional and professional investors. Professional investors generally include brokers, dealers, companies (including fund managers) whose ordinary business involves dealing in shares and other securities and corporate entities which regularly invest in shares and other securities.

Completion of the Hong Kong Public Offering is subject to the conditions as set out in the section headed "Structure of the Global Offering — Conditions of the Global Offering" below.

Allocation

Allocation of the Hong Kong Offer Shares to investors under the Hong Kong Public Offering will be based solely on the level of valid applications to be received under the Hong Kong Public Offering. The basis of allocation may vary, depending on the number of Hong Kong Offer Shares validly applied for by applicants. Such allocation could, where appropriate, consist of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Offer Shares, and those applicants who are not successful in the ballot may not receive any Hong Kong Offer Shares.

The total number of the Hong Kong Offer Shares available under the Hong Kong Public Offering (after taking account of any reallocation referred to below) is to be divided into two pools for allocation purposes: pool A and pool B. The Hong Kong Offer Shares in pool A will be allocated on an equitable basis to applicants who have applied for the Hong Kong Offer Shares with an aggregate price of HK$5 million (excluding the brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee payable) or less. The Hong Kong Offer Shares in pool B will be allocated on an equitable basis to applicants who have applied for the Hong Kong Offer Shares with an aggregate price of more than HK$5 million (excluding the brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee payable) and up to the total value in pool B. Investors should be aware that applications in pool A and applications in pool B may receive different allocation ratios. If the Hong Kong Offer Shares in one (but not both) of the pools are undersubscribed, the surplus Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in this other pool and be allocated accordingly.

For the purpose of this paragraph only, the "price" for Offer Shares means the price payable on application therefor (without regard to the Offer Price as finally determined). Applicants can only receive an allocation of Offer Shares from either pool A or pool B but not from both pools. Multiple or suspected multiple applications and any application for more than 7,708,000 Hong Kong Offer Shares are liable to be rejected.

Reallocation

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering is subject to reallocation under the Listing Rules. Paragraph 4.2 of Practice Note 18 of the Listing Rules requires a clawback mechanism to be put in place which would have the effect of increasing the number of Offer Shares under the Hong Kong Public Offering to a certain percentage of the total number of Offer Shares offered under the Global Offering if certain prescribed total demand levels are reached on the following basis:

- If the number of the Shares validly applied for in the Hong Kong Public Offering represents 15 times or more but less than 50 times of the number of Shares initially available under the Hong Kong Public Offering, then Shares will be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of Offer Shares available under the Hong Kong Public Offering will be 46,246,500 Shares, representing approximately 30% of the Shares initially available under the Global Offering.

- If the number of the Shares validly applied for in the Hong Kong Public Offering represents 50 times or more but less than 100 times of the number of the Shares initially available under the Hong Kong Public Offering, then the number of Shares to be reallocated to the Hong Kong Public Offering from the International Offering will be increased so that the total number of the Shares available under the Hong Kong Public Offering will be 61,661,500 Shares, representing approximately 40% of the Shares initially available under the Global Offering.

- If the number of the Shares validly applied for in the Hong Kong Public Offering represents 100 times or more of the number of the Shares initially available for subscription under the Hong Kong Public Offering, then the number of Shares to be reallocated to the Hong Kong Public Offering from the International Offering will be increased, so that the total number of the Shares available under the Hong Kong Public Offering will be 77,077,000 Shares, representing approximately 50% of the Shares initially available under the Global Offering.

In each case, the additional Offer Shares reallocated to the Hong Kong Public Offering will be allocated between pool A and pool B and the number of Offer Shares allocated to the International Offering will be correspondingly reduced in such manner as the Joint Global Coordinators deem appropriate.

In addition, the Joint Global Coordinators may reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if (i) the International Offering is not fully subscribed and the Hong Kong Public Offering is fully subscribed or oversubscribed; or (ii) the International Offering is fully subscribed or oversubscribed and the Hong Kong Public Offering is fully subscribed or oversubscribed with the number of Offer Shares validly applied for in the Hong Kong Public Offering representing less than 15 times of the number of Shares initially available for subscription under the Hong Kong Public Offering, the Joint Global Coordinators have the authority to reallocate International Offer Shares originally included in the International Offering to the Hong Kong Public Offering in such number as they deem appropriate, provided that the total number of Offer Shares available under the Hong Kong Public Offering following such reallocation shall be not more than 30,832,000 Offer Shares (representing approximately 20% of the total number of Offer Shares initially available under the Global Offering), and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e., HK$15.80 per Offer Share) stated in this Prospectus.

If the Hong Kong Public Offering is not fully subscribed for, the Joint Global Coordinators have the authority to reallocate all or any unsubscribed Hong Kong Offer Shares to the International Offering, in such proportions as the Joint Global Coordinators deem appropriate.

Applications

Each applicant under the Hong Kong Public Offering will also be required to give an undertaking and confirmation in the application submitted by him/her/it that he/she/it and any person(s) for whose benefit he/she/it is making the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any Offer Shares under the International Offering, and such applicant's application is liable to be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be) or he/she/it has been or will be placed or allocated Offer Shares under the International Offering.

The listing of the Shares on the Hong Kong Stock Exchange is sponsored by the Joint Sponsors. Applicants under the Hong Kong Public Offering are required to pay, on application, the maximum price of HK$18.08 per Hong Kong Offer Share in addition to any brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee payable on each Hong Kong Offer Share. If the Offer Price, as finally determined in the manner described in the section headed "Structure of the Global Offering — Pricing of the Global Offering" below, is less than the maximum price of HK$18.08 per Hong Kong Offer Share, appropriate refund payments (including the brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants, without interest. Further details are set out below in the section entitled "How to Apply for Hong Kong Offer Shares" in this prospectus.

References in this Prospectus to applications, application monies or the procedure for application relate solely to the Hong Kong Public Offering.

THE INTERNATIONAL OFFERING

Number of Offer Shares Offered

Subject to reallocation as described above, the International Offering will consist of an initial offering of 138,737,500 International Offer Shares representing approximately 90% of the Offer Shares under the Global Offering and approximately 20.76% of the Company's enlarged share capital immediately after the completion of the Capitalization Issue and the Global Offering, assuming that the Over-allotment Option is not exercised.

Allocation

The International Offering will include selective marketing of the International Offer Shares to institutional and professional investors and other investors anticipated to have a sizeable demand for such International Offer Shares. Professional investors generally include brokers, dealers, companies (including fund managers) whose ordinary business involves dealing in shares and other securities and corporate entities which regularly invest in shares and other securities. Allocation of the International Offer Shares pursuant to the International Offering will be effected in accordance with the "book-building" process described in the section headed "Structure of the Global Offering — Pricing of the Global Offering" below and based on a number of factors, including the level and timing of demand, the total size of the relevant investor's invested assets or equity assets in the relevant sector and whether or not it is expected that the relevant investor is likely to buy further Offer Shares, and/or hold or sell the Offer Shares, after the listing of the Offer Shares on the Hong Kong Stock Exchange. Such allocation is intended to result in a distribution of the Offer Shares on a basis which would lead to the establishment of a solid professional and institutional shareholder base to the benefit of the Company and our Shareholders as a whole.

The Joint Global Coordinators (for themselves and on behalf of the Underwriters) may require any investor who has been offered the International Offer Shares under the International Offering, and who has made an application under the Hong Kong Public Offering to provide sufficient information to the Joint Global Coordinators so as to allow them to identify the relevant application under the Hong Kong Public Offering and to ensure that he/she/it is excluded from any application of the Hong Kong Offer Shares under the Hong Kong Public Offering.

Reallocation

The total number of Offer Shares to be issued or sold pursuant to the International Offering may change as a result of the clawback mechanism described in the sub-section headed "— The Hong Kong Public Offering — Reallocation" above, the exercise of the Over-allotment Option in whole or in part and/or any reallocation or unsubscribed Offer Shares originally included in the Hong Kong Public Offering.

Over-allotment Option

In connection with the Global Offering, we expect to grant an Over-allotment Option to the International Underwriters exercisable by the Joint Global Coordinators on behalf of the International Underwriters.

Pursuant to the Over-allotment Option, the Joint Global Coordinators have the right, exercisable at any time from the Listing Date until 30 days after the last day for the lodging of applications in the Hong Kong Public Offering, to require the Company to issue and allot up to an aggregate of 23,123,000 additional Offer Shares, representing approximately 15% of the initial number of Offer Shares to be offered in the Global Offering, at Offer Price to cover over-allocation in the International Offering, if any. If the Over-allotment Option is exercised in full, the additional Offer Shares will represent approximately 3.34% of the Company's enlarged share capital immediately following the completion of the Capitalization Issue and the Global Offering and the exercise of the Over-allotment Option. In the event that the Over-allotment Option is exercised, an announcement will be made.

STABILIZATION

Stabilization is a practice used by underwriters in many markets to facilitate the distribution of securities. To stabilize, the underwriters may bid for, or purchase, the securities in the secondary market, during a specified period of time, to retard and, if possible, prevent, any decline in the market price of the securities below the Offer Price. In Hong Kong and certain other jurisdictions, the price at which stabilization is effected is not permitted to exceed the Offer Price.

In connection with the Global Offering, the Stabilizing Manager or its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect short sales or any other stabilizing transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the Listing Date. Short sales involve the sale by the Stabilizing Manager of a greater number of Shares than the Underwriters are required to purchase in the Global Offering. "Covered" short sales are sales made in an amount not greater than the Over-allotment Option. The Stabilizing Manager may close out the covered short position by either exercising the Over-allotment Option to purchase additional Shares or purchasing Shares in the open market. In determining the source of the Shares to close out the covered short position, the Stabilizing Manager will consider, among others, the price of Shares in the open market as

compared to the price at which they may purchase additional Shares pursuant to the Over-allotment Option. Stabilizing transactions consist of certain bids or purchases to be made for the purpose of preventing or retarding a decline in the market price of the Shares while the Global Offering is in progress. Any market purchases of the Shares may be effected on any stock exchange, including the Hong Kong Stock Exchange, any over-the-counter market or otherwise, provided that they are made in compliance with all applicable laws and regulatory requirements. However, there is no obligation on the Stabilizing Manager or its affiliates or any person acting for it to conduct any such stabilizing activity, which if commenced, will be done at the absolute discretion of the Stabilizing Manager and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end within 30 days of the last day for the lodging of applications under the Hong Kong Public Offering.

The number of the Shares that may be over-allocated will not exceed the number of the Shares that may be sold under the Over-allotment Option, namely, 23,123,000 Shares, which is approximately 15% of the number of Offer Shares initially available under the Global Offering, in the event that the whole or part of the Over-allotment Option is exercised.

In Hong Kong, stabilizing activities must be carried out in accordance with the Securities and Futures (Price Stabilizing) Rules. Stabilizing actions permitted pursuant to the Securities and Futures (Price Stabilizing) Rules include:

(a) over-allocation for the purpose of preventing or minimizing any reduction in the market price;

(b) selling or agreeing to sell the Shares so as to establish a short position in them for the purpose of preventing or minimizing any deduction in the market price;

(c) subscribing, or agreeing to subscribe, for the Shares pursuant to the Over-allotment Option in order to close out any position established under (a) or (b) above;

(d) purchasing, or agreeing to purchase, the Shares for the sole purpose of preventing or minimizing any reduction in the market price;

(e) selling the Shares to liquidate a long position held as a result of those purchases; and

(f) offering or attempting to do anything described in (b), (c), (d) and (e) above.

Stabilizing actions by the Stabilizing Manager, or its affiliates or any person acting for it, will be entered into in accordance with the laws, rules and regulations in place in Hong Kong on stabilization.

As a result of effecting transactions to stabilize or maintain the market price of the Shares, the Stabilizing Manager, or its affiliates or any person acting for it, may maintain a long position in the Shares. The size of the long position, and the period for which the Stabilizing Manager, or its affiliates or any person acting for it, will maintain the long position is at the

discretion of the Stabilizing Manager and is uncertain. In the event that the Stabilizing Manager liquidates this long position by making sales in the open market, this may lead to a decline in the market price of the Shares.

Stabilizing action by the Stabilizing Manager, or its affiliates or any person acting for it, is not permitted to support the price of the Shares for longer than the stabilizing period, which begins on the day on which trading of the Shares commences on the Hong Kong Stock Exchange and ends on the thirtieth day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilizing period is expected to end on the 30th day after the last day for lodging applications under the Hong Kong Public Offering. As a result, demand for the Shares, and their market price, may fall after the end of the stabilizing period. These activities by the Stabilizing Manager may stabilize, maintain or otherwise affect the market price of the Shares. As a result, the price of the Shares may be higher than the price that otherwise may exist in the open market. Any stabilizing action taken by the Stabilizing Manager, or its affiliates or any person acting for it, may not necessarily result in the market price of the Shares staying at or above the Offer Price either during or after the stabilizing period. Bids for or market purchases of the Shares by the Stabilizing Manager, or its affiliates or any person acting for it, may be made at a price at or below the Offer Price and therefore at or below the price paid for the Shares by applicants. A public announcement in compliance with the Securities and Futures (Price Stabilizing) Rules will be made within seven days of the expiration of the stabilizing period.

STOCK BORROWING ARRANGEMENT

In order to facilitate the settlement of over-allocations in connection with the Global Offering, the Stabilizing Manager (or its affiliate(s)) may choose to borrow up to 23,123,000 Shares pursuant to the Stock Borrowing Agreement. The stock borrowing arrangements under the Stock Borrowing Agreement will comply with the requirements set out in Listing Rules 10.07(3).

The Stock Borrowing Agreement is expected to be entered into between Meiland and the Stabilization Manager on or about the Price Determination Date. The same number of Shares as that borrowed must be returned to Meiland or its respective nominees on or before the fifth Business Day following the earlier of (i) the last day on which the Over-allotment Option may be exercised, and (ii) the day on which the Over-allotment Option is exercised in full, or (iii) such earlier time as may be agreed in writing between the parties. The stock borrowing arrangement under the Stock Borrowing Agreement will be effected in compliance with all applicable laws, listing rules and regulatory requirements.

No payment will be made to Meiland by the Stabilization Manager or its authorized agents in relation to such stock borrowing arrangement.

PRICING OF THE GLOBAL OFFERING

The International Underwriters will be soliciting from prospective investors' indications of interest in acquiring the International Offer Shares in the International Offering. Prospective professional and institutional investors will be required to specify the number of the International Offer Shares under the International Offering they would be prepared to acquire either at different prices or at a particular price. This process, known as "book-building," is expected to continue up to, and to cease on or around, the last day for lodging applications under the Hong Kong Public Offering.

Pricing for the Offer Shares for the purpose of the various offerings under the Global Offering will be fixed on the Price Determination Date, which is expected to be on or around Thursday, November 12, 2020 and in any event on or before Thursday, November 19, 2020 by agreement between the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and us and the number of Offer Shares to be allocated under various offerings will be determined shortly thereafter.

The Offer Price will not be more than HK$18.08 per Offer Share and is expected to be not less than HK$15.80 per Offer Share unless to be otherwise announced, as further explained below, not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. **Prospective investors should be aware that the Offer Price to be determined on the Price Determination Date may be, but is not expected to be, lower than the indicative Offer Price range stated in this Prospectus.**

The Joint Global Coordinators, on behalf of the Underwriters, may, where considered appropriate, based on the level of interest expressed by prospective professional and institutional investors during the book-building process, and with these consent of the Company, reduce the number of Offer Shares offered in the Global Offering and/or the indicative Offer Price stated below in this Prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, the Company will, as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering, cause there to be posted on the website of the Hong Kong Stock Exchange **(www.hkexnews.hk)** and on the website of the Company **(www.antengene.com)** notices of the reduction. As soon as practicable of such reduction of the number of Offer Shares and/or the indicative Offer Price range, the Company will also issue a supplemental prospectus updating investors of such reduction together with an update of all financial and other information in connection with such change and, where appropriate, extend the period under which the Hong Kong Public Offering was open for acceptance, and give potential investors who had applied for the Offer Shares the right to withdraw their applications. Upon issue of such a notice, the number of Offer Shares offered in the Global Offering and/or the revised Offer Price range will be final and conclusive and the Offer Price, if agreed upon by the Joint Global Coordinators, on behalf of the Underwriters, and the Company, will be fixed within such revised Offer Price range. Applicants should have regard to the possibility that any announcement of a reduction in the number of Offer Shares being

offered under the Global Offering and/or the indicative Offer Price range may not be made until the day which is the last day for lodging applications under the Hong Kong Public Offering. Such notice will also include confirmation or revision, as appropriate, of the Global Offering statistics as currently set out in this Prospectus, and any other financial information which may change as a result of such reduction. In the absence of any such notice so published, the Offer Price, if agreed upon with the Company and the Joint Global Coordinators, will under no circumstances be set outside the Offer Price range as stated in this Prospectus.

In the event of a reduction in the number of Offer Shares being offered under the Global Offering, the Joint Global Coordinators may at their discretion reallocate the number of Offer Shares to be offered under the Hong Kong Public Offering and the International Offering, provided that the number of the initial Hong Kong Offer Shares shall not be less than 10% of the total number of Offer Shares in the Global Offering. The International Offer Shares to be offered in the International Offering and the Offer Shares to be offered in the Hong Kong Public Offering may, in certain circumstances, be reallocated as between these offerings at the discretion of the Joint Global Coordinators.

The net proceeds of the Global Offering accruing to the Company (after deduction of underwriting commissions and other expenses in relation to the Global Offering, assuming the Over-allotment Option is not exercised) are estimated to be approximately HK$2,467.2 million, assuming an Offer Price of HK$16,94, being the mid-point of the indicative Offer Price range, (or if the Over-allotment Option is exercised in full, approximately HK$2,843.2 million, assuming an Offer Price of HK$16.94, being the mid-point of the indicative offer Offer Price range). The Offer Price under the Global Offering is expected to be announced on Thursday, November 19, 2020. The indications of interest in the Global Offering, the results of applications and the basis of allotment of the Hong Kong Offer Shares available under the Hong Kong Public Offering, are expected to be announced on Thursday, November 19, 2020 on the website of the Hong Kong Stock Exchange **(www.hkexnews.hk)** and on the website of the Company **(www.antengene.com)**.

HONG KONG UNDERWRITING AGREEMENT

The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement and is conditional upon the International Underwriting Agreement being signed and becoming unconditional.

The Company expects to enter into the International Underwriting Agreement relating to the International Offering on or around the Price Determination Date.

These underwriting arrangements, and the respective Underwriting Agreements, are summarized in the section headed "Underwriting" in this prospectus.

ADMISSION OF THE SHARE INTO CCASS

All necessary arrangements have been made enabling the Shares to be admitted into CCASS.

If the Hong Kong Stock Exchange grants the listing of, and permission to deal in, the Shares and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Hong Kong Stock Exchange or any other date HKSCC chooses. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second Business Day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

DEALING

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 am in Hong Kong on Friday, November 20, 2020, it is expected that dealings in the Shares on the Hong Kong Stock Exchange will commence at 9:00 a.m. on Friday, November 20, 2020. Our Shares will be traded in board lots of 500 Shares each and the stock code of our Shares will be 6996.

CONDITIONS OF THE GLOBAL OFFERING

Acceptance of all applications for Hong Kong Offer Shares pursuant to the Hong Kong Public Offering will be conditional on:

(a) the Listing Committee granting listing of, and permission to deal in, the Offer Shares being offered pursuant to the Global Offering (including the additional Offer Shares which may be made available pursuant to the exercise of the Over-allotment Option) (subject only to allotment) and such listing permission not subsequently having been revoked prior to the commencement of dealing in the Shares on the Hong Kong Stock Exchange;

(b) the Offer Price having been fixed on or around the Price Determination Date;

(c) the execution and delivery of the International Underwriting Agreement on or around the Price Determination Date; and

(d) the obligations of the Underwriters under each of the respective Underwriting Agreements becoming and remaining unconditional and not having been terminated in accordance with the terms of the respective agreements.

If, for any reason, the Offer Price is not agreed between the Joint Global Coordinators (on for themselves and on behalf of the Underwriters) and us on or before Thursday, November 19, 2020, the Global Offering will not proceed and will lapse.

The consummation of each of the Hong Kong Public Offering and the International Offering is conditional upon, among other things, the other offering becoming unconditional and not having been terminated in accordance with its terms.

If the above conditions are not fulfilled or waived prior to the times and dates specified, the Global Offering will lapse and the Hong Kong Stock Exchange will be notified immediately. Notice of the lapse of the Hong Kong Public Offering will be posted on the website of the Hong Kong Stock Exchange **(www.hkexnews.hk)** and on the website of the Company **(www.antengene.com)**. In such eventuality, all application monies will be returned, without interest, on the terms set out in the section headed "How to Apply for Hong Kong Offer Shares" in this prospectus. In the meantime, all application monies will be held in separate bank account(s) with the receiving banks or other licensed bank(s) in Hong Kong licensed under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) (as amended).

Share certificates for the Offer Shares are expected to be issued on Thursday, November 19, 2020 but will only become valid certificates of title at 8:00 a.m. on Friday, November 20, 2020 provided that (i) the Global Offering has become unconditional in all respects and (ii) the right of termination as described in the section headed "Underwriting — Underwriting Arrangements — Hong Kong Public Offering — Grounds for Termination" in this prospectus has not been exercised.

IMPORTANT NOTICE TO INVESTORS:
FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide any printed copies of this prospectus or any printed copies of any application forms for use by the public.

This prospectus is available at the website of the Hong Kong Stock Exchange at **www.hkexnews.hk** *under the "HKEXnews > New Listings > New Listing Information"* section, and our website at **www.antengene.com**. *If you require a printed copy of this prospectus, you may download and print from the website addresses above.*

The contents of the electronic version of the prospectus are identical to the printed prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

Set out below are procedures through which you can apply for the Hong Kong Offer Shares electronically. We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public.

If you are an intermediary, broker or agent, please remind your customers, clients or principals, as applicable, that this prospectus is available online at the website addresses above.

If you have any question about the application for the Hong Kong Offer Shares, you may call the enquiry hotline of our Hong Kong Share Registrar and ***White Form eIPO*** *Service Provider, Computershare Hong Kong Investor Services Limited, at +852 2862 8690 from 9:00 a.m. to 9:00 p.m. on Monday, November 9, 2020, Tuesday, November 10, 2020, Wednesday, November 11, 2020, and from 9:00 a.m. to 12:00 noon on Thursday, November 12, 2020.*

A. APPLICATIONS FOR THE HONG KONG OFFER SHARES

1. How to Apply

We will not provide any printed application forms for use by the public.

To apply for the Hong Kong Offer Shares, you may:

(1) apply online through the **White Form eIPO** service at **www.eipo.com.hk**; or

(2) apply through **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:

(i) instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or

(ii) (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (**https://ip.ccass.com**) or through the CCASS Phone System by calling +852 2979 7888 (using the procedures in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC's Customer Service Center at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

If you apply through channel (1) above, the Hong Kong Offer Shares successfully applied for will be issued in your own name.

If you apply through channels (2)(i) or (2)(ii) above, the Hong Kong Offer Shares successfully applied for will be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant's stock account.

None of you or your joint applicant(s) may make more than one application, except where you are a nominee and provide the required information in your application.

We, the Joint Global Coordinators, the **White Form eIPO** Service Provider and our and their respective agents may reject or accept any application, in full or in part, for any reason at our or their discretion.

2. WHO CAN APPLY

You can apply for Hong Kong Offer Shares if you or the person(s) for whose benefit you are applying:

- are 18 years of age or older;
- have a Hong Kong address;
- are outside the United States or a person described in paragraph (h)(3) of Rule 902 of Regulation S; and
- are not a legal or natural person of the PRC.

If an application is made by a person under a power of attorney, the Joint Global Coordinators may accept it at their discretion and on any conditions they think fit, including evidence of the attorney's authority.

The number of joint applicants may not exceed four and they may not apply by means of **White Form eIPO** service for the Hong Kong Offer Shares.

Unless permitted by the Listing Rules and guidance letters issued by the Stock Exchange, or any relevant waivers that have been granted by the Stock Exchange, you cannot apply for any Hong Kong Offer Shares if you are:

- an existing beneficial owner of Shares in the Company and/or any its subsidiaries;
- a Director or chief executive officer of the Company and/or any of its subsidiaries;
- a close associate (as defined in the Listing Rules) of any of the above;
- have been allocated or have applied for any International Offer Shares or otherwise participate in the International Offering.

If you apply for the Hong Kong Offer Shares online through the **White Form eIPO** service, you must:

- have a valid Hong Kong identity card number; and
- provide a valid e-mail address and a contact telephone number.

If you are applying for the Hong Kong Offer Shares online by instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals, please contact them for the items required for the application.

3. TERMS AND CONDITIONS OF AN APPLICATION

By applying through the application channels specified in this Prospectus, you:

(i) **undertake** to execute all relevant documents and instruct and authorize the Company and/or the Joint Global Coordinators (or their agents or nominees), as agents of the Company, to execute any documents for you and to do on your behalf all things necessary to register any Hong Kong Offer Shares allocated to you in your name or in the name of HKSCC Nominees as required by the Articles of Association;

(ii) **agree** to comply with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Cayman Companies Law and the Articles of Association;

(iii) **confirm** that you have read the terms and conditions and application procedures set out in this Prospectus and agree to be bound by them;

(iv) **confirm** that you have received and read this Prospectus and have only relied on the information and representations contained in this Prospectus in making your application and will not rely on any other information or representations except those in any supplement to this Prospectus;

(v) **confirm** that you are aware of the restrictions on the Global Offering in this Prospectus;

(vi) **agree** that none of the Company, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Global Offering, and the **White Form eIPO Service Provider**, is or will be liable for any information and representations not in this Prospectus (and any supplement to it);

(vii) **undertake** and **confirm** that you or the person(s) for whose benefit you have made the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any International Offer Shares under the International Offering nor participated in the International Offering;

(viii) **agree** to disclose to the Company, our Hong Kong Share Registrar, the receiving banks, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters and/or their respective advisers and agents any personal data which they may require about you and the person(s) for whose benefit you have made the application;

(ix) if the laws of any place outside Hong Kong apply to your application, **agree** and **warrant** that you have complied with all such laws and none of the Company, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Underwriters nor any of their respective officers or advisers will breach any law outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in this Prospectus;

(x) **agree** that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;

(xi) **agree** that your application will be governed by the laws of Hong Kong;

(xii) **represent**, **warrant** and **undertake** that (i) you understand that the Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act; and (ii) you and any person for whose benefit you are applying for the Hong Kong Offer Shares are outside the United States (as defined in Regulation S) or are a person described in paragraph (h)(3) of Rule 902 of Regulation S;

(xiii) **warrant** that the information you have provided is true and accurate;

(xiv) **agree** to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to you under the application;

(xv) **authorize** the Company to place your name(s) or the name of the HKSCC Nominees, on the Company's register of members as the holder(s) of any Hong Kong Offer Shares allocated to you, and the Company and/or its agents to send any share certificate(s) and/or any e-Refund payment instructions and/or any refund check(s) to you or the first-named applicant for joint application by ordinary post at your own risk to the address stated on the application, unless you have fulfilled the criteria mentioned as set out in "– 15. Personal Collection" of this Prospectus to collect the share certificate(s) and/or refund check(s) in person;

(xvi) **declare** and **represent** that this is the only application made and the only application intended by you to be made to benefit you or the person for whose benefit you are applying;

(xvii) **understand** that the Company and the Joint Global Coordinators will rely on your declarations and representations in deciding whether or not to make any allotment of any of the Hong Kong Offer Shares to you and that you may be prosecuted for making a false declaration;

(xviii) (if the application is made for your own benefit) **warrant** that no other application has been or will be made for your benefit by giving **electronic application instructions** to HKSCC or to the **White Form eIPO Service Provider** by you or by any one as your agent or by any other person; and

(xix) (if you are making the application as an agent for the benefit of another person) warrant that (i) no other application has been or will be made by you as agent for or for the benefit of that person or by that person or by any other person as agent for that person by giving **electronic application instructions** to HKSCC; and (ii) you have due authority give **electronic application instructions** on behalf of that other person as their agent.

For the avoidance of doubt, we and all other parties involved in the preparation of this prospectus acknowledge that each applicant and CCASS Participant who gives or causes to give **electronic application instructions** is a person who may be entitled to compensation under Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as applied by Section 342E of the Companies (Winding Up and Miscellaneous Provisions) Ordinance).

4. MINIMUM APPLICATION AMOUNT AND PERMITTED NUMBERS

Your application through the **White Form eIPO** service or the **CCASS EIPO** service must be for a minimum of 500 Hong Kong Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

No. of Hong Kong Offer Shares applied for	Amount payable on application *HK$*	No. of Hong Kong Offer Shares applied for	Amount payable on application *HK$*	No. of Hong Kong Offer Shares applied for	Amount payable on application *HK$*	No. of Hong Kong Offer Shares applied for	Amount payable on application *HK$*
500	9,131.09	10,000	182,621.92	200,000	3,652,438.43	4,000,000	73,048,768.64
1,000	18,262.19	15,000	273,932.88	300,000	5,478,657.65	4,500,000	82,179,864.72
1,500	27,393.29	20,000	365,243.84	400,000	7,304,876.86	5,000,000	91,310,960.80
2,000	36,524.39	25,000	456,554.80	500,000	9,131,096.08	6,000,000	109,573,152.96
2,500	45,655.48	30,000	547,865.76	600,000	10,957,315.30	7,000,000	127,835,345.12
3,000	54,786.57	35,000	639,176.73	700,000	12,783,534.51	7,708,000[(1)]	140,764,977.17
3,500	63,917.67	40,000	730,487.69	800,000	14,609,753.73		
4,000	73,048.77	45,000	821,798.65	900,000	16,435,972.94		
4,500	82,179.87	50,000	913,109.61	1,000,000	18,262,192.16		
5,000	91,310.96	60,000	1,095,731.53	1,500,000	27,393,288.24		
6,000	109,573.15	70,000	1,278,353.45	2,000,000	36,524,384.32		
7,000	127,835.35	80,000	1,460,975.37	2,500,000	45,655,480.40		
8,000	146,097.54	90,000	1,643,597.29	3,000,000	54,786,576.48		
9,000	164,359.73	100,000	1,826,219.22	3,500,000	63,917,672.56		

Note:

(1) Maximum number of Hong Kong Offer Shares you may apply for.

No application for any other number of the Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

5. APPLYING THROUGH WHITE FORM eIPO SERVICE GENERAL

Individuals who meet the criteria in "2. Who can apply" section, may apply through the **White Form eIPO** service for the Hong Kong Offer Shares to be allotted and registered in their own names through the designated website at **www.eipo.com.hk**.

Detailed instructions for application through the **White Form eIPO** service are on the designated website. If you do not follow the instructions, your application may be rejected and may not be submitted to the Company. If you apply through the designated website, you authorize the **White Form eIPO Service Provider** to apply on the terms and conditions in this Prospectus, as supplemented and amended by the terms and conditions of the **White Form eIPO** service.

If you have any questions on how to apply through the **White Form eIPO** service for the Hong Kong Offer Shares, please contact the telephone enquiry line of the **White Form eIPO Service Provider** at +852 2862 8690 which is available from 9:00 a.m. to 9:00 p.m. on Monday, November 9, 2020, Tuesday, November 10, 2020 and Wednesday, November 11, 2020, and from 9:00 a.m. to 12:00 noon on Thursday, November 12, 2020.

Time for Submitting Applications under the White Form eIPO

You may submit your application to the **White Form eIPO Service Provider** at **www.eipo.com.hk** (24 hours daily, except on the last application day) from 9:00 a.m. on Monday, November 9, 2020 until 11:30 a.m. on Thursday, November 12, 2020 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, November 12, 2020 or such later time under the section headed "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in this section.

No Multiple Applications

If you apply by means of **White Form eIPO**, once you complete payment in respect of any **electronic application instruction** given by you or for your benefit through the **White Form eIPO** service to make an application for Hong Kong Offer Shares, an actual application shall be deemed to have been made. For the avoidance of doubt, giving an **electronic application instruction** under **White Form eIPO** service more than once and obtaining different application reference numbers without effecting full payment in respect of a particular reference number will not constitute an actual application.

If you are suspected of submitting more than one application through the **White Form eIPO** service or by any other means, all of your applications are liable to be rejected.

Section 40 of the Companies (Winding up and Miscellaneous Provisions) Ordinance

For the avoidance of doubt, the Company and all other parties involved in the preparation of this Prospectus acknowledge that each applicant who gives or causes to give **electronic application instructions** is a person who may be entitled to compensation under Section 40 of the Companies (Winding up and Miscellaneous Provisions) Ordinance (as applied by Section 342E of the Companies (Winding up and Miscellaneous Provisions) Ordinance).

Commitment to sustainability

The obvious advantage of **White Form eIPO** service is to save the use of paper via the self-serviced and electronic application process. Computershare Hong Kong Investor Services Limited, being the designated **White Form eIPO Service Provider**, will contribute HK$2 for each "**Antengene Corporation Limited**" **White Form eIPO** application submitted via **www.eipo.com.hk** to support sustainability.

6. APPLYING BY GIVING ELECTRONIC APPLICATION INSTRUCTIONS TO HKSCC VIA CCASS

General

CCASS Participants may give **electronic application instructions** to apply for the Hong Kong Offer Shares and to arrange payment of the money due on application and payment of refunds under their participant agreements with HKSCC and the General Rules of CCASS and the CCASS Operational Procedures.

If you are a CCASS Investor Participant, you may give these **electronic application instructions** through the CCASS Phone System by calling +852 2979 7888 or through the CCASS Internet System (**https://ip.ccass.com**) (using the procedures in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time).

HKSCC can also input **electronic application instructions** for you if you go to:

Hong Kong Securities Clearing Company Limited
Customer Service Center
1/F, One & Two Exchange Square, 8 Connaught Place, Central,
Hong Kong

and complete an input request form.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf.

You will be deemed to have authorized HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Joint Global Coordinators and our Hong Kong Share Registrar.

Giving Electronic Application Instructions to HKSCC via CCASS

Where you have given **electronic application instructions** to apply for the Hong Kong Offer Shares and an application is made by HKSCC Nominees on your behalf:

(i) HKSCC Nominees will only be acting as a nominee for you and is not liable for any breach of the terms and conditions of this Prospectus;

(ii) HKSCC Nominees will do the following things on your behalf:

- agree that the Hong Kong Offer Shares to be allotted shall be issued in the name of HKSCC Nominees and deposited directly into CCASS for the credit of the CCASS Participant's stock account on your behalf or your CCASS Investor Participant's stock account;

- agree to accept the Hong Kong Offer Shares applied for or any lesser number allocated;

- undertake and confirm that you have not applied for or taken up, will not apply for or take up, or indicate an interest for, any International Offer Shares under the International Offering;

- (if the electronic application instruction are given for your benefit) declare that only one set of **electronic application instructions** has been given for your benefit;

- (if you are an agent for another person) declare that you have only given one set of **electronic application instructions** for the other person's benefit and are duly authorized to give those instructions as their agent;

- confirm that you understand that the Company, the Directors and the Joint Global Coordinators will rely on your declarations and representations in deciding whether or not to make any allotment of any of the Hong Kong Offer Shares to you and that you may be prosecuted if you make a false declaration;

- authorize the Company to place HKSCC Nominees' name on the Company's register of members as the holder of the Hong Kong Offer Shares allocated to you and to send share certificate(s) and/or refund monies under the arrangements separately agreed between us and HKSCC;

- confirm that you have read the terms and conditions and application procedures set out in this Prospectus and agree to be bound by them;

- confirm that you have received and/or read a copy of this Prospectus and have relied only on the information and representations in this Prospectus in causing the application to be made, save as set out in any supplement to this Prospectus;

- agree that none of the Company, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Global Offering, is or will be liable for any information and representations not contained in this Prospectus (and any supplement to it);

- agree to disclose your personal data to the Company, our Hong Kong Share Registrar, receiving banks, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters and/or its respective advisers and agents;

- agree (without prejudice to any other rights which you may have) that once HKSCC Nominees' application has been accepted, it cannot be rescinded for innocent misrepresentation;

- agree that any application made by HKSCC Nominees on your behalf is irrevocable before the fifth day after the time of the opening of the application lists (excluding any day which is Saturday, Sunday or public holiday in Hong Kong), such agreement to take effect as a collateral contract with us and to become binding when you give the instructions and such collateral contract to be in consideration of the Company agreeing that it will not offer any Hong Kong Offer Shares to any person before the fifth day after the time of the opening of the application lists (excluding any day which is Saturday, Sunday or public holiday in Hong Kong), except by means of one of the procedures referred to in this Prospectus. However, HKSCC Nominees may revoke the application before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is a Saturday, Sunday or public holiday in Hong Kong) if a person responsible for this Prospectus under Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as applied by Section 342E of the Companies (Winding Up and Miscellaneous Provisions) Ordinance) gives a public notice under that section which excludes or limits that person's responsibility for this Prospectus;

- agree that once HKSCC Nominees' application is accepted, neither that application nor your **electronic application instructions** can be revoked, and that acceptance of that application will be evidenced by the Company's announcement of the Hong Kong Public Offering results;

- agree to the arrangements, undertakings and warranties under the participant agreement between you and HKSCC, read with the General Rules of CCASS and the CCASS Operational Procedures, for the giving **electronic application instructions** to apply for Hong Kong Offer Shares;

- agree with the Company, for itself and for the benefit of each Shareholder (and so that the Company will be deemed by its acceptance in whole or in part of the application by HKSCC Nominees to have agreed, for itself and on behalf of each of the Shareholders, with each CCASS Participant giving **electronic application instructions**) to observe and comply with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Articles of Association;

- agree with the Company, for itself and for the benefit of each of the Shareholder and each director, supervisor, manager and other senior officer of the Company (and so that the Company will be deemed by its acceptance in whole or in part of this application to have agreed, for itself and on behalf of each of the Shareholder and each director, supervisor, manager and other senior officer of the Company, with each CCASS Participant giving **electronic application instructions**):

  (a) to refer all differences and claims arising from the Articles of Association or any rights or obligations conferred or imposed by the PRC Company Law or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association;

  (b) that any award made in such arbitration shall be final and conclusive; and

  (c) that the arbitration tribunal may conduct hearings in open sessions and publish its award;

- agree with the Company (for the Company itself and for the benefit of each shareholder of the Company) that the Shares are freely transferable by their holders;

- authorize the Company to enter into a contract on its behalf with each director and officer of the Company whereby each such director and officer undertakes to observe and comply with his obligations to shareholders stipulated in the Articles of Association; and

- agree that your application, any acceptance of it and the resulting contract will be governed by the Laws of Hong Kong.

Effect of Giving Electronic Application Instructions to HKSCC via CCASS

By giving **electronic application instructions** to HKSCC or instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give such instructions to HKSCC, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have done the following things. Neither HKSCC nor HKSCC Nominees shall be liable to the Company or any other person in respect of the things mentioned below:

- instructed and authorized HKSCC to cause HKSCC Nominees (acting as nominee for the relevant CCASS Participants) to apply for the Hong Kong Offer Shares on your behalf;

- instructed and authorized HKSCC to arrange payment of the maximum Offer Price, brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee by debiting your designated bank account and, in the case of a wholly or partially unsuccessful application and/or if the Offer Price is less than the maximum Offer Price per Offer Share initially paid on application, refund of the application monies (including brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee) by crediting your designated bank account; and

- instructed and authorized HKSCC to cause HKSCC Nominees to do on your behalf all the things stated in this Prospectus.

Time for Inputting Electronic Application Instructions(1)

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Monday, 9 November 2020 – 9:00 a.m. to 8:30 p.m.
Tuesday, 10 November 2020 – 8:00 a.m. to 8:30 p.m.
Wednesday, 11 November 2020 – 8:00 a.m. to 8:30 p.m.
Thursday, 12 November 2020 – 8:00 a.m. to 12:00 noon

(1) *These times in this sub-section are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.*

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Monday, November 9, 2020 until 12:00 noon on Thursday, November 12, 2020 (24 hours daily, except on the last application day (Thursday, November 12, 2020)).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Thursday, November 12, 2020, the last application day or such later time as described in the section headed "10. Effect of Bad Weather on the Opening of the Application Lists" in this section.

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

No Multiple Applications

If you are suspected of having made multiple applications or if more than one application is made for your benefit, the number of Hong Kong Offer Shares applied for by HKSCC Nominees will be automatically reduced by the number of Hong Kong Offer Shares for which you have given such instructions and/or for which such instructions have been given for your benefit. Any **electronic application instructions** to make an application for the Hong Kong Offer Shares given by you or for your benefit to HKSCC shall be deemed to be an actual application for the purposes of considering whether multiple applications have been made.

Section 40 of the Companies (Winding up and Miscellaneous Provisions) Ordinance

For the avoidance of doubt, the Company and all other parties involved in the preparation of this Prospectus acknowledge that each CCASS Participant who gives or causes to give **electronic application instructions** is a person who may be entitled to compensation under Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as applied by Section 342E of the Companies (Winding Up and Miscellaneous Provisions) Ordinance).

Personal Data

The following Personal Information Collection Statement applies to any personal data held by us, the Hong Kong Share Registrar, the receiving bank and the Relevant Persons about you in the same way as it applies to personal data about applicants other than HKSCC Nominees. By applying through CCASS EIPO service, you agree to all of the terms of the Personal Information Collection Statement below.

Personal Information Collection Statement

This Personal Information Collection Statement informs applicant for, and holder of, the Hong Kong Offer Shares, of the policies and practices of us and our Hong Kong Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

Reasons for the collection of your personal data

It is necessary for applicants and registered holders of the Hong Kong Offer Shares to supply correct personal data to us or our agents and the Hong Kong Share Registrar when applying for the Hong Kong Offer Shares or transferring the Hong Kong Offer Shares into or out of their names or in procuring the services of the Hong Kong Share Registrar.

Failure to supply the requested data may result in your application for the Hong Kong Offer Shares being rejected, or in delay or the inability of us or our Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of the Hong Kong Offer Shares which you have successfully applied for and/or the dispatch of Share certificate(s) to which you are entitled.

It is important that the holders of the Hong Kong Offer Shares inform us and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

Purposes

Your personal data may be used, held, processed, and/or stored (by whatever means) for the following purposes:

- processing your application and e-Refund payment instructions/refund check, where applicable, verification of compliance with the terms and application procedures set out in this prospectus and announcing results of allocation of the Hong Kong Offer Shares;
- compliance with applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of the holders of our Shares including, where applicable, HKSCC Nominees;
- maintaining or updating our Register of Members;
- verifying identities of the holders of our Shares;
- establishing benefit entitlements of holders of our Shares, such as dividends, rights issues, bonus issues, etc.;
- distributing communications from us and our subsidiaries;
- compiling statistical information and profiles of the holder of our Shares;
- disclosing relevant information to facilitate claims on entitlements; and

- any other incidental or associated purposes relating to the above and/or to enable us and the Hong Kong Share Registrar to discharge our or their obligations to holders of our Shares and/or regulators and/or any other purposes to which the securities' holders may from time to time agree.

Transfer of personal data

Personal data held by us and our Hong Kong Share Registrar relating to the holders of the Hong Kong Offer Shares will be kept confidential but we and our Hong Kong Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose, obtain or transfer (whether within or outside Hong Kong) the personal data to, from or with any of the following:

- our appointed agents such as financial advisers, receiving banks and overseas principal share registrar;

- where applicants for the Hong Kong Offer Shares request a deposit into CCASS, HKSCC or HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;

- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to us or the Hong Kong Share Registrar in connection with their respective business operation;

- the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations; and

- any persons or institutions with which the holders of the Hong Kong Offer Shares have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers etc.

Retention of personal data

We and our Hong Kong Share Registrar will keep the personal data of the applicants and holders of the Hong Kong Offer Shares for as long as necessary to fulfill the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Personal Data (Privacy) Ordinance.

Access to and correction of personal data

Holders of the Hong Kong Offer Shares have the right to ascertain whether we or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. We and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of such requests. All requests for access to data or

correction of data should be addressed to us, at our registered address disclosed in the section headed "Corporate Information" or as notified from time to time, for the attention of the secretary, or our Hong Kong Share Registrar for the attention of the privacy compliance officer.

7. WARNING FOR ELECTRONIC APPLICATIONS

The subscription of the Hong Kong Offer Shares by giving **electronic application instructions** to HKSCC is only a facility provided to CCASS Participants. Similarly, the application for Hong Kong Offer Shares through the **White Form eIPO** service is also only a facility provided by the **White Form eIPO Service Provider** to public investors. Such facilities are subject to capacity limitations and potential service interruptions and you are advised not to wait until the last application day in making your electronic applications. The Company, the Directors, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, and the Underwriters take no responsibility for such applications and provide no assurance that any CCASS Participant or person applying through the **White Form eIPO** service will be allotted any Hong Kong Offer Shares.

To ensure that CCASS Investor Participants can give their **electronic application instructions**, they are advised not to wait until the last minute to input their instructions to the systems.

In the event that CCASS Investor Participants have problems in the connection to CCASS Phone System/CCASS Internet System for submission of **electronic application instructions**, they should go to HKSCC's Customer Service Centre to complete an input request form for **electronic application instructions** before 12:00 noon on Monday, 28 September 2020, the last day for applications, or such later time as described in "10. Effect of Bad Weather on the Opening of the Application Lists" below.

8. HOW MANY APPLICATIONS CAN YOU MAKE

Multiple applications for the Hong Kong Offer Shares are not allowed except by nominees.

All of your applications will be rejected if more than one application through the **CCASS EIPO** service (directly or indirectly through your **broker** or **custodian**) or through the **White Form eIPO** service is made for your benefit (including the part of the application made by HKSCC Nominees acting on **electronic application instructions**), and the number of Hong Kong Offer Shares applied by HKSCC Nominees will be automatically reduced by the number of Hong Kong Offer Shares for which you have given such instructions and/or for which such instructions have been given for your behalf.

For the avoidance of doubt, giving an **electronic application instruction** under the **White Form eIPO** service more than once and obtaining different application reference numbers without effecting full payment in respect of a particular reference number will not constitute an actual application. However, any **electronic application instructions** to make an

application for the Hong Kong Offer Shares given by you or for your benefit to HKSCC will be deemed to be an actual application for the purposes of considering whether multiple applications have been made. If an application is made by an unlisted company and:

- the principal business of that company is dealing in securities; and
- you exercise statutory control over that company,

then the application will be treated as being for your benefit.

"**Unlisted company**" means a company with no equity securities listed on the Hong Kong Stock Exchange.

"**Statutory control**" means you:

- control the composition of the board of directors of the company;
- control more than half of the voting power of the company; or
- hold more than half of the issued share capital of the company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

9. HOW MUCH ARE THE HONG KONG OFFER SHARES

The maximum Offer Price is HK$18.08 per Offer Share. You must also pay brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%. This means that for one board lot of 500 Hong Kong Offer Shares, you will pay HK$9,131.09.

You must pay the maximum Offer Price, brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee in full upon application for the Hong Kong Offer Shares.

You may submit an application through the **White Form eIPO** service or the **CCASS EIPO** service in respect of a minimum of 500 Hong Kong Offer Shares. If you make an **electronic application instruction** for more than 500 Hong Kong Offer Shares, the number of Hong Kong Offer Shares you apply for must be in one of the specified numbers set out in the section "— 4. Minimum Application Amount and Permitted Numbers".

If your application is successful, brokerage will be paid to the Exchange Participants, and the SFC transaction levy and the Hong Kong Stock Exchange trading fee are paid to the Hong Kong Stock Exchange (in the case of the SFC transaction levy, collected by the Hong Kong Stock Exchange on behalf of the SFC).

For further details on the Offer Price, see the section headed "Structure of the Global Offering — Pricing of the Global Offering" in this prospectus.

10. EFFECT OF BAD WEATHER ON THE OPENING OF THE APPLICATION LISTS

The application lists will not open if there is/are:

- a typhoon warning signal number 8 or above;
- an announcement of "extreme conditions" caused by a super typhoon by the Government of Hong Kong in accordance with revised "Code of Practice in Times of Typhoons and Rainstorms" issued by the Hong Kong Labour Department in June 2019; and/or
- a "black" rainstorm warning,

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Thursday, November 12, 2020. Instead they will open between 11:45 a.m. and 12:00 noon on the next Business Day which does not have either of those warnings in Hong Kong in force at any time between 9:00 a.m. and 12:00 noon.

If the application lists do not open and close on Thursday, November 12, 2020 or if there is a typhoon warning signal number 8 or above, an announcement of "extreme conditions" caused by a super typhoon by the Government of Hong Kong in accordance with revised "Code of Practice in Times of Typhoons and Rainstorms" issued by the Hong Kong Labour Department in June 2019, and/or a "black" rainstorm warning signal in force in Hong Kong that may affect the dates mentioned in the section headed "Expected Timetable" in this prospectus, an announcement will be made in such event.

11. PUBLICATION OF RESULTS

The Company expects to announce the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Thursday, November 19, 2020 on the Company's website at **www.antengene.com** and the website of the Hong Kong Stock Exchange at **www.hkexnews.hk**.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available at the times and date and in the manner specified below:

- in the announcement to be posted on the Company's website at **www.antengene.com** and the Hong Kong Stock Exchange's website at **www.hkexnews.hk** by no later than 8:00 a.m. on Thursday, November 19, 2020;

- from the designated results of allocations website at **www.iporesults.com.hk** (alternatively: English **https://www.eipo.com.hk/en/Allotment**; Chinese **https://www.eipo.com.hk/zh-hk/Allotment**) with a "search by ID" function on a 24-hour basis from 8:00 a.m. on Thursday, November 19, 2020 to 12:00 midnight on Wednesday, November 25, 2020;

- by telephone enquiry line by calling 2862 8555 between 9:00 a.m. and 6:00 p.m. from Thursday, November 19, 2020 to Friday, November 20, 2020, and from Monday, November 23, 2020 to Tuesday, November 24, 2020.

If the Company accepts your offer to purchase (in whole or in part), which it may do by announcing the basis of allocations and/or making available the results of allocations publicly, there will be a binding contract under which you will be required to purchase the Hong Kong Offer Shares if the conditions of the Global Offering are satisfied and the Global Offering is not otherwise terminated. Further details are contained in the section headed "Structure of the Global Offering" in this prospectus.

You will not be entitled to exercise any remedy of rescission for innocent misrepresentation at any time after acceptance of your application. This does not affect any other right you may have.

12. CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOTTED OFFER SHARES

You should note the following situations in which the Hong Kong Offer Shares will not be allotted to you:

(i) If Your Application is Revoked:

By giving **electronic application instructions** to HKSCC or to **White Form eIPO Service Provider**, you agree that your application or the application made by HKSCC Nominees on your behalf cannot be revoked on or before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is Saturday, Sunday or public holiday in Hong Kong). This agreement will take effect as a collateral contract with the Company.

Your application or the application made by HKSCC Nominees on your behalf may only be revoked on or before such fifth day if a person responsible for this Prospectus under Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as applied by Section 342E of the Companies (Winding Up and Miscellaneous Provisions) Ordinance) gives a public notice under that section which excludes or limits that person's responsibility for this Prospectus.

If any supplement to this Prospectus is issued, applicants who have already submitted an application will be notified that they are required to confirm their applications. If applicants have been so notified but have not confirmed their applications in accordance with the procedure to be notified, all unconfirmed applications will be deemed revoked.

If your application or the application made by HKSCC Nominees on your behalf has been accepted, it cannot be revoked. For this purpose, acceptance of applications which are not rejected will be constituted by notification in the press of the results of allocation, and where such basis of allocation is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to the satisfaction of such conditions or results of the ballot respectively.

(ii) If the Company or Its Agents Exercise Their Discretion to Reject Your Application:

The Company, the Joint Global Coordinators, the **White Form eIPO Service Provider** and their respective agents and nominees have full discretion to reject or accept any application, or to accept only part of any application, without giving any reasons.

(iii) If the Allotment of Hong Kong Offer Shares is Void:

The allotment of Hong Kong Offer Shares will be void if the Listing Committee does not grant permission to list the Shares either:

- within three weeks from the closing date of the application lists; or
- within a longer period of up to six weeks if the Listing Committee notifies the Company of that longer period within three weeks of the closing date of the application lists.

(iv) If:

- you make multiple applications or suspected multiple applications;
- you or the person for whose benefit you are applying have applied for or taken up, or indicated an interest for, or have been or will be placed or allocated (including conditionally and/or provisionally) Hong Kong Offer Shares and International Offer Shares;
- your **GREEN** Application Form is not completed in accordance with the stated instructions;
- your **electronic application instructions** through the **White Form eIPO** service are not completed in accordance with the instructions, terms and conditions on the designated website;

- your payment is not made correctly or the check or banker's cashier order paid by you is dishonored upon its first presentation;

- the Underwriting Agreements do not become unconditional or are terminated;

- the Company or the Joint Global Coordinators believe that by accepting your application, it or they would violate applicable securities or other laws, rules or regulations; or

- your application is for more than 50% of the Hong Kong Offer Shares initially offered under the Hong Kong Public Offering.

13. REFUND OF APPLICATION MONIES

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price (excluding brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with "Structure of the Global Offering – Conditions of the Global Offering" in this prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee, will be refunded, without interest or the check or banker's cashier order will not be cleared.

Any refund of your application monies will be made on or before Thursday, November 19, 2020.

14. DESPATCH/COLLECTION OF SHARE CERTIFICATES AND REFUND MONIES

You will receive one share certificate for all Hong Kong Offer Shares allotted to you under the Hong Kong Public Offering (except pursuant to applications made on by **electronic application instructions** to HKSCC via CCASS where the share certificates will be deposited into CCASS as described below).

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application.

Subject to arrangement on dispatch/collection of share certificates and refund monies as mentioned below, any refund checks and share certificates are expected to be posted on or before Thursday, November 19, 2020. The right is reserved to retain any share certificate(s) and any surplus application monies pending clearance of check(s) or banker's cashier's order(s).

Share certificates will only become valid at 8:00 a.m. on Friday, November 20, 2020 provided that the Global Offering has become unconditional and the right of termination described in the section headed "Underwriting" in this Prospectus has not been exercised. Investors who trade the Shares prior to the receipt of Share certificates or the Share certificates becoming valid do so at their own risk.

15. PERSONAL COLLECTION

(i) If You Apply through the White Form eIPO Service

If you apply for 1,000,000 Hong Kong Offer Shares or more and your application is wholly or partially successful, you may collect your Share certificate(s) from Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, November 19, 2020, or such other date as notified by the Company in the newspapers as the date of despatch/collection of Share certificates/e-Refund payment instructions/refund checks.

If you do not collect your Share certificate(s) personally within the time specified for collection, they will be sent to the address specified in your application instructions by ordinary post at your own risk.

If you apply for less than 1,000,000 Hong Kong Offer Shares, your Share certificate(s) (where applicable) will be sent to the address specified in your application instructions on or before Thursday, November 19, 2020 by ordinary post at your own risk.

If you apply and pay the application monies from a single bank account, any refund monies will be despatched to that bank account in the form of e-Refund payment instructions. If you apply and pay the application monies from multiple bank accounts, any refund monies will be despatched to the address as specified in your application instructions in the form of refund check(s) by ordinary post at your own risk.

(ii) If You Apply via Electronic Application Instructions to HKSCC

Allocation of Hong Kong Offer Shares

For the purposes of allocating Hong Kong Offer Shares, HKSCC Nominees will not be treated as an applicant. Instead, each CCASS Participant who gives **electronic application instructions** or each person for whose benefit instructions are given will be treated as an applicant.

Deposit of Share Certificates into CCASS and Refund of Application Monies

- If your application is wholly or partially successful, your Share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for the credit of your designated CCASS Participant's stock account or your CCASS Investor Participant stock account on Thursday, November 19, 2020, or, on any other date determined by HKSCC or HKSCC Nominees.

- The Company expects to publish the application results of CCASS Participants (and where the CCASS Participant is a broker or custodian, the Company will include information relating to the relevant beneficial owner), your Hong Kong identity card number/passport number or other identification code (Hong Kong business registration number for corporations) and the basis of allotment of the Hong Kong Public Offering in the manner specified in "Publication of Results" above on Thursday, November 19, 2020. You should check the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Thursday, November 19, 2020 or such other date as determined by HKSCC or HKSCC Nominees.

- If you have instructed your broker or custodian to give **electronic application instructions** on your behalf, you can also check the number of Hong Kong Offer Shares allotted to you and the amount of refund monies (if any) payable to you with that broker or custodian.

- If you have applied as a CCASS Investor Participant, you can also check the number of Hong Kong Offer Shares allotted to you and the amount of refund monies (if any) payable to you via the CCASS Phone System and the CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time) on Thursday, November 19, 2020. Immediately following the credit of the Hong Kong Offer Shares to your stock account and the credit of refund monies to your bank account, HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your CCASS Investor Participant stock account and the amount of refund monies (if any) credited to your designated bank account.

- Refund of your application monies (if any) in respect of wholly and partially unsuccessful applications and/or difference between the Offer Price and the maximum Offer Price per Offer Share initially paid on application (including brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee but without interest) will be credited to your designated bank account or the designated bank account of your broker or custodian on Thursday, November 19, 2020.

16. ADMISSION OF THE SHARES INTO CCASS

If the Hong Kong Stock Exchange grants the listing of, and permission to deal in, the Shares and we comply with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares or any other date HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take place in CCASS on the second Business Day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Investors should seek the advice of their stockbroker or other professional adviser for details of the settlement arrangement as such arrangements may affect their rights and interests.

All necessary arrangements have been made enabling the Shares to be admitted into CCASS.

22/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

The Directors
Antengene Corporation Limited
Goldman Sachs (Asia) L.L.C.
J.P. Morgan Securities (Far East) Limited

Dear Sirs,

We report on the historical financial information of Antengene Corporation Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages I-4 to I-55, which comprises the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows of the Group for each of the years ended 31 December 2018 and 2019, and the six months ended 30 June 2020 (the "Relevant Periods"), the consolidated statements of financial position of the Group and the statements of financial position of the Company as at 31 December 2018 and 2019 and 30 June 2020, and a summary of significant accounting policies and other explanatory information (together, the "Historical Financial Information"). The Historical Financial Information set out on pages I-4 to I-55 forms an integral part of this report, which has been prepared for inclusion in the prospectus of the Company dated 9 November 2020 (the "Prospectus") in connection with the initial listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

DIRECTORS' RESPONSIBILITY FOR THE HISTORICAL FINANCIAL INFORMATION

The directors of the Company (the "Directors") are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively, and for such internal control as the directors determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

REPORTING ACCOUNTANTS' RESPONSIBILITY

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 *Accountants' Reports on Historical Financial Information in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively, in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

OPINION

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the financial position of the Group and the Company as at 31 December 2018 and 2019 and 30 June 2020 and of the financial performance and cash flows of the Group for each of the Relevant Periods in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively.

REVIEW OF INTERIM COMPARATIVE FINANCIAL INFORMATION

We have reviewed the interim comparative financial information of the Group which comprises the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the six months ended 30 June 2019 and other explanatory information (the "Interim Comparative Financial Information"). The Directors are responsible for the preparation and presentation of the Interim Comparative Financial Information in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively. Our responsibility is to express a conclusion on the Interim Comparative Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the HKICPA. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that

causes us to believe that the Interim Comparative Financial Information, for the purposes of the accountants' report, is not prepared, in all material respects, in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively.

REPORT ON MATTERS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE AND THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

Adjustments

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-4 have been made.

Dividends

We refer to note 11 to the Historical Financial Information which states that no dividends have been paid by the Company in respect of the Relevant Periods.

Yours faithfully,

Ernst & Young
Certified Public Accountants
Hong Kong
9 November 2020

I HISTORICAL FINANCIAL INFORMATION

Preparation of Historical Financial Information

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The financial statements of the Group for the Relevant Periods, on which the Historical Financial Information is based, were audited by Ernst & Young in accordance with Hong Kong Standards on Auditing issued by the HKICPA (the "Underlying Financial Statements").

The Historical Financial Information is presented in Renminbi ("RMB") and all values are rounded to the nearest thousand (RMB'000) except when otherwise indicated.

Consolidated Statements of Profit or Loss and Other Comprehensive Income

		Year ended 31 December		Six months ended 30 June	
	Notes	**2018**	**2019**	**2019**	**2020**
		RMB'000	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Other income and gains	*5*	9,464	52,946	26,868	19,366
Research and development costs		(115,768)	(115,792)	(19,020)	(169,888)
Administrative expenses		(24,275)	(39,349)	(14,756)	(68,681)
Selling and distribution expenses		(370)	(24)	(24)	–
Other expenses	*6*	(3,843)	(220,732)	(99,314)	(318,096)
Finance costs	*7*	(11,160)	(836)	(596)	(448)
LOSS BEFORE TAX	*6*	(145,952)	(323,787)	(106,842)	(537,747)
Income tax expenses	*10*	–	–	–	–
LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE YEAR/PERIOD		(145,952)	(323,787)	(106,842)	(537,747)
Attributable to:					
Owners of the parent		(145,952)	(323,787)	(106,842)	(537,747)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT					
Basic and diluted					
For loss for the year/period	*12*	N/A	N/A	N/A	N/A

Consolidated Statements of Financial Position

	Notes	As at 31 December 2018 RMB'000	2019 RMB'000	As at 30 June 2020 RMB'000
NON-CURRENT ASSETS				
Property, plant and equipment	*13*	532	328	2,274
Right-of-use assets	*14*	2,752	3,765	12,275
Intangible assets		–	87	72
Total non-current assets		3,284	4,180	14,621
CURRENT ASSETS				
Prepayments and other receivables	*15*	11,873	8,808	15,629
Cash and bank balances	*16*	65,257	746,795	616,658
Total current assets		77,130	755,603	632,287
CURRENT LIABILITIES				
Other payables and accruals	*17*	54,265	43,746	60,641
Interest-bearing bank and other borrowings	*18*	13,726	–	–
Lease liabilities	*14*	753	1,195	4,256
Total current liabilities		68,744	44,941	64,897
NET CURRENT ASSETS		8,386	710,662	567,390
TOTAL ASSETS LESS CURRENT LIABILITIES		11,670	714,842	582,011
NON-CURRENT LIABILITIES				
Other non-current liabilities	*19*	29,981	–	–
Convertible redeemable preferred shares	*20*	138,141	1,269,484	1,586,847
Lease liabilities	*14*	2,150	2,969	8,293
Total non-current liabilities		170,272	1,272,453	1,595,140
Net liabilities		(158,602)	(557,611)	(1,013,129)
EQUITY				
Equity attributable to owners of the parent				
Share capital	*21*	–	72	78
Reserves	*22*	(158,602)	(557,683)	(1,013,207)
Total equity		(158,602)	(557,611)	(1,013,129)

Consolidated Statements of Changes in Equity

Year ended 31 December 2018

	Attributable to owners of the parent				
	Share capital *RMB'000*	**Share option reserve*** *RMB'000*	**Capital reserve*** *RMB'000*	**Accumulated losses*** *RMB'000*	**Total** *RMB'000*
At 1 January 2018	–	–	99,657	(36,384)	63,273
Loss and total comprehensive loss for the year	–	–	–	(145,952)	(145,952)
Transfer to convertible redeemable preferred shares**	–	–	(75,923)	–	(75,923)
At 31 December 2018	–	–	23,734	(182,336)	(158,602)

Year ended 31 December 2019

	Attributable to owners of the parent				
	Share capital *RMB'000*	**Share option reserve*** *RMB'000*	**Capital reserve*** *RMB'000*	**Accumulated losses*** *RMB'000*	**Total** *RMB'000*
At 1 January 2019	–	–	23,734	(182,336)	(158,602)
Loss and total comprehensive loss for the year	–	–	–	(323,787)	(323,787)
Issue of shares**	72	–	(72)	–	–
Equity-settled share option arrangements	–	2	–	–	2
Transfer to convertible redeemable preferred shares**	–	–	(75,224)	–	(75,224)
At 31 December 2019	72	2	(51,562)	(506,123)	(557,611)

Six months ended 30 June 2019

	Attributable to owners of the parent				
	Share capital *RMB'000*	**Share option reserve** *RMB'000*	**Capital reserve** *RMB'000*	**Accumulated losses** *RMB'000*	**Total** *RMB'000*
At 1 January 2019	–	–	23,734	(182,336)	(158,602)
Loss and total comprehensive loss for the period (unaudited)	–	–	–	(106,842)	(106,842)
Issue of shares	72	–	(72)	–	–
Transfer to convertible redeemable preferred shares**	–	–	(75,224)	–	(75,224)
At 30 June 2019 (unaudited)	72	–	(51,562)	(289,178)	(340,668)

Six months ended 30 June 2020

	Attributable to owners of the parent				
	Share capital *RMB'000*	**Share option reserve*** *RMB'000*	**Capital reserve*** *RMB'000*	**Accumulated losses*** *RMB'000*	**Total** *RMB'000*
At 1 January 2020	72	2	(51,562)	(506,123)	(557,611)
Loss and total comprehensive loss for the period	–	–	–	(537,747)	(537,747)
Issue of shares	6	(6)	–	–	–
Equity-settled share option arrangements	–	82,229	–	–	82,229
At 30 June 2020	78	82,225	(51,562)	(1,043,870)	(1,013,129)

* *These reserves accounts comprise the consolidated reserves of RMB(158,602,000), RMB(557,683,000) and RMB(1,013,207,000) in the consolidated statements of financial position as at 31 December 2018 and 2019 and 30 June 2020, respectively.*

** *During the reorganization ("Reorganization"), the Group repurchased its Series A Preferred Financing (defined in note 19) and such repurchase consideration was then re-invested into the Company for the Company's Series A Preferred Shares (defined in note 20), which were issued from December 2018 to February 2019. The Group designated the Series A Preferred Shares as financial liabilities measured at fair value through profit or loss, presented as convertible redeemable preferred shares in the consolidated statements of financial position. The difference between the carrying amount of the other non-current liabilities of RMB58,504,000 and the fair value of convertible redeemable preferred shares of RMB138,141,000 was recognized at RMB75,923,000 in equity and RMB3,714,000 in other expenses in 2018. The difference between the carrying amount of the other non-current liabilities of RMB30,316,000 and the fair value of convertible redeemable preferred shares of RMB110,830,000 was recognized amounting to RMB75,224,000 in equity and RMB5,290,000 in other expenses in 2019. Further details are given in notes 19 and 20.*

Consolidated Statements of Cash Flows

	Notes	Year ended 31 December 2018 RMB'000	Year ended 31 December 2019 RMB'000	Six months ended 30 June 2019 RMB'000 (unaudited)	Six months ended 30 June 2020 RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES					
Loss before tax		(145,952)	(323,787)	(106,842)	(537,747)
Adjustments for:					
Finance costs	*7*	11,160	836	596	448
Interest income	*5*	(1,759)	(12,776)	(5,505)	(7,360)
Depreciation of property, plant and equipment	*13*	172	215	108	118
Depreciation of right-of-use assets	*14*	591	1,288	572	1,450
Amortization of intangible assets		–	3	–	15
Equity-settled share option arrangements		–	2	–	82,229
Difference between the carrying amount of the other non-current liabilities and the liability portion of the fair value of convertible redeemable preferred shares		3,714	5,290	5,290	–
Fair value loss on convertible redeemable preferred shares		–	214,549	93,524	317,363
Foreign exchange differences, net		(909)	(29,145)	(16,997)	(10,492)
		(132,983)	(143,525)	(29,254)	(153,976)
Increase in prepayments and other receivables		(1,563)	(2,704)	(2,904)	(2,559)
Decrease/(increase) in other payables and accruals		21,402	24,779	(711)	17,563
Net cash flows used in operating activities		(113,144)	(121,450)	(32,869)	(138,972)
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchases of items of property, plant and equipment	*13*	(450)	(11)	–	(2,064)
Purchases of intangible assets		–	(90)	–	–
(Increase)/decrease in time deposits with original maturity of more than three months	*16*	111,479	(453,383)	(524,338)	64,081
Receipt of interest income from deposits with an initial term of over three months		1,722	9,807	1,198	3,098
(Increase)/decrease in pledged deposits	*16*	(15,935)	13,310	15,935	–
Net cash flows from/(used in) investing activities		96,816	(430,367)	(507,205)	65,115

	Notes	Year ended 31 December 2018 RMB'000	2019 RMB'000	Six months ended 30 June 2019 RMB'000 (unaudited)	2020 RMB'000
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from interest-bearing bank and other borrowings	*18*	13,726	–	–	–
Repayment of interest-bearing loans	*18*	–	(13,726)	(13,726)	–
Lease payment	*14*	(870)	(1,501)	(570)	(2,023)
Increase in an amount due from shareholders in the Reorganization		(8,738)	8,738	8,738	–
Increase/(decrease) in an amount due to shareholders		27,530	(27,530)	(27,530)	–
Proceeds from issue of convertible redeemable preferred shares		–	805,964	805,964	–
Interest paid		–	(125)	(125)	–
Net cash flows from/(used in) financing activities	*24*	31,648	771,820	772,751	(2,023)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		15,320	220,003	232,677	(75,880)
Cash and cash equivalents at beginning of year/period		30,329	49,322	49,322	290,787
Effect of foreign exchange rate changes, net		3,673	21,462	11,149	9,824
CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD	*16*	49,322	290,787	293,148	224,731
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS					
Cash and bank balances	*16*	65,257	746,795	817,486	616,658
Pledged deposits	*16*	(15,935)	(2,625)	–	(2,625)
Bank deposits with original maturity of more than three months when acquired	*16*	–	(453,383)	(524,338)	(389,302)
Cash and cash equivalents as stated in the consolidated statements of cash flows		49,322	290,787	293,148	224,731

Statements of Financial Position of The Company

	Note	As at 31 December 2018	2019	As at 30 June 2020
		RMB'000	*RMB'000*	*RMB'000*
NON-CURRENT ASSETS				
Interests in subsidiaries	*1*	–	–	–
Total non-current assets		–	–	–
CURRENT ASSETS				
Prepayments and other receivables	*15*	–	1,888	2,157
Due from subsidiaries	*15*	32,255	503,943	735,641
Cash and bank balances	*16*	27,583	394,880	179,614
Total current assets		59,838	900,711	917,412
CURRENT LIABILITIES				
Other payables and accruals		85	–	2,181
Interest-bearing bank and other borrowings		13,726	–	–
Due to shareholders		27,530	17,459	17,459
Total current liabilities		41,341	17,459	19,640
NET CURRENT ASSETS		18,497	883,252	897,772
Convertible redeemable preferred shares	*20*	138,141	1,269,484	1,586,847
Total non-current liabilities		138,141	1,269,484	1,586,847
TOTAL ASSETS LESS CURRENT LIABILITIES		18,497	883,252	897,772
Net liabilities		(119,644)	(386,232)	(689,075)
EQUITY				
Share capital		–	72	78
Reserves		(119,644)	(386,304)	(689,153)
Total equity		(119,644)	(386,232)	(689,075)

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands on 28 August 2018. The Company's registered office address is the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The Company is an investing holding company. The Company and its subsidiaries now comprising the Group underwent the reorganization as set out in the paragraph headed "Reorganization" in the section headed "History, Reorganization and Corporate Structure" in the Prospectus (the "Reorganization"). During the Relevant Periods, the Company and its subsidiaries were involved in the research and development of pharmaceutical products.

As at the date of this report, the Company had direct and indirect interests in its subsidiaries, all of which are private limited liability companies (or, if incorporated outside Hong Kong, have substantially similar characteristics to a private company incorporated in Hong Kong), the particulars of which are set out below:

Name	Place and date of incorporation/ registration and place of operations	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Antengene (BVI) Limited *(note (c))*	British Virgin Islands 14 September 2018	USD50,000	100%	–	Investment holding
Keith Valley Investment Limited *(note (c))*	British Virgin Islands 19 December 2018	USD50,000	100%	–	Investment holding
Brighton Circle Limited *(note (c))*	British Virgin Islands 26 February 2019	USD50,000	100%	–	Investment holding
Sea Quest Limited *(note (c))*	British Virgin Islands 23 October 2019	USD1	100%	–	Investment holding
Antengene Investment Limited *(note (b))*	Hong Kong 20 September 2018	HKD1	100%	–	Investment holding
Boysenberry PTE.LTD *(note (c))*	Singapore 20 November 2019	SGD50,000	100%	–	Research and development
Antengene Corporation (Hong Kong) Limited *(note (b))*	Hong Kong 21 January 2016	HKD10,000	–	100%	Investment holding
Antengene Therapeutics Limited *(note (b))*	Hong Kong 19 September 2017	HKD10,000	–	100%	Investment holding
Antengene Corporation Co., Ltd.* (德琪(浙江)醫藥科技有限公司) *(note (a))*	Mainland China 15 June 2016	RMB30,000,000	–	100%	Research and development

Name	Place and date of incorporation/ registration and place of operations	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company Direct	Indirect	Principal activities
Shanghai Antengene Corporation Limited* (上海德琪醫藥科技有限公司) *(note (a))*	Mainland China 19 August 2016	RMB1,000,000	–	100%	Research and development
Zhejiang Defu Biopharmaceutical Co., Ltd.* (浙江德復醫藥科技有限公司) *(note (d))*	Mainland China 22 December 2017	RMB10,000,000	–	100%	Research and development
Antengene (Shanghai) Pharmaceutical Limited* (德琪醫藥(上海)有限公司) *(note (d))*	Mainland China 3 December 2019	RMB1,000,000	–	100%	Research and development
ANTENGENE (AUS) PTY. LTD *(note (c))*	Australia 13 December 2019	EUR1,000	–	100%	Research and development
Antengene Biotech LLC *(note (c))*	United States of America ("USA") 20 March 2019	USD1,500	–	100%	Research and development
Zhejiang Antengene Pharmaceuticals Co., Ltd.* (浙江德琪製藥有限公司) *(note (d))*	Mainland China 6 August 2019	RMB10,000,000	–	100%	Manufacturing and trading

Notes:

(a) The statutory financial statements of these entities for the years ended 31 December 2018 and 2019 prepared in accordance with PRC Generally Accepted Accounting Principles ("PRC GAAP") were audited by WUYIGE Certified Public Accountants LLP (大信會計師事務所(特殊普通合夥)), certified public accountants registered in the People's Republic of China ("PRC").

(b) The financial statements of these entities for the years ended 31 December 2018 and 2019 prepared in accordance with the Small and Medium-sized Entity Financial Reporting Standard ("SME-FRS") were audited by PKF Hong Kong Limited (大信梁學濂(香港)會計師事務所有限公司), Certified Public Accountants.

(c) No audited financial statements have been prepared, as the entities were not subject to any statutory audit requirements under the relevant rules and regulations in their jurisdiction of incorporation.

(d) As at the date of this report, no audited financial statements have been prepared since the entity was newly incorporated in 2019 or has not started operation.

** The English names of these companies represent the best effort made by the directors of the Company (the "Directors") to translate the Chinese names as these companies have not been registered with any official English names.*

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

2.1 Basis of Presentation

The consolidated statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group for the Relevant Periods and the six months ended 30 June 2019 include the results and cash flows of all companies now comprising the Group from the earliest date presented.

Pursuant to the Reorganization, as more fully explained in the sub-section headed "Reorganization" in the section headed "History, Reorganization and Corporate Structure" in the Prospectus, the Company became the holding company of the companies now comprising the Group on 25 October 2018. The Reorganization completed on 16 January 2019.

As the Reorganization mainly involved inserting new holding companies and has not resulted in any change of economic substance, the Historical Financial Information for the Relevant Periods has been presented as a continuation of the existing companies as if the Reorganization had been completed at the beginning of the Relevant Periods.

Accordingly, the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows of the Group for the Relevant Periods include the consolidated results and cash flows of Antengene Corporation Limited and its subsidiaries now comprising the Group as if the current group structure had been in existence throughout the Relevant Periods. The consolidated statements of financial position of the Group as at 31 December 2018 and 2019 and as at 30 June 2020 include the consolidated assets and liabilities of Antengene Corporation Limited and its subsidiaries now comprising the Group as if the current group structure had been in existence throughout the Relevant Periods. No adjustments are made to reflect fair values or recognize any new assets or liabilities as a result of the Reorganization.

All intra-group transactions and balances have been eliminated on consolidation.

2.2 Basis of Preparation

Notwithstanding that the Group recorded net liabilities of RMB1,013,129,000 as at 30 June 2020 and continually incurred losses from operations, the Financial Information has been prepared on a going concern basis. The directors of the Company are of the opinion that the Group will have sufficient working capital, to meet its financial liabilities and obligations as and when they fall due and to sustain its operations for the next 12 months from 30 June 2020, from its issuances of convertible redeemable preferred shares in 2019 and subsequently in July 2020.

The Historical Financial Information has been prepared in accordance with International Financial Reporting Standards ("IFRSs"), which comprise all standards and interpretations approved by the International Accounting Standards Board ("IASB").

All IFRSs effective for the accounting period commencing from 1 January 2020, together with the relevant transitional provisions, have been early adopted by the Group in the preparation of the Historical Financial Information throughout the Relevant Periods and in the period covered by the Interim Comparative Financial Information.

The Historical Financial Information has been prepared under the historical cost convention except for certain financial instruments which have been measured at fair value at the end of each of the Relevant Periods and in the period covered by the Interim Comparative Financial Information.

2.3 Issued but not yet Effective IFRSs

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in the Historical Financial Information.

Amendments to IFRS 10 and IAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3]
IFRS 17	*Insurance Contracts*[1]
Amendments to IAS 1	*Classification of Liabilities as Current or Non-current*[2]
Amendments to IFRS 3	*Reference to the Conceptual Framework*[2]
Amendments to IAS 16	*Property, Plant and Equipment: Proceeds before Intended Use*[2]
Amendments to IFRS 16	*COVID-19-Related Rent Concessions*[4]
Amendments to IAS 37	*Onerous Contracts – Cost of Fulfilling a Contract*[2]
Amendments to IFRS Standard	*Annual Improvements to IFRS Standards 2018-2020*[2]

[1] *Effective for annual periods beginning on or after 1 January 2021*

[2] *Effective for annual periods beginning on or after 1 January 2022*

[3] *No mandatory effective date yet determined but available for adoption*

[4] *Effective for annual periods beginning on or after 1 June 2020*

Further information about the IFRSs that are expected to be applicable to the Group is described below.

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognized in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB in December 2015 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now. The amendments are not expected to have a significant impact on the Group's consolidated financial statements.

Amendments to IAS 1 clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and align the wording in all affected paragraphs to refer to the "right" to defer settlement by at least twelve months and make explicit that only rights in place "at the end of the reporting period" should affect the classification of a liability. The amendments also clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, and make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

2.4 Summary of Significant Accounting Policies

Subsidiaries

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee,

including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The results of subsidiaries are included in the Company's profit or loss to the extent of dividends received and receivable.

Business combinations and goodwill

A business must include an integrated set of activities and assets, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. Furthermore, a business can exist without including all of the inputs and processes needed to create outputs.

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognized in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognized for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognized in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognized. An impairment loss recognized for goodwill is not reversed in a subsequent period.

Fair value measurement

The Group measures certain financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each of the Relevant Periods.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than financial assets and non-current assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognized only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each of the Relevant Periods as to whether there is an indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognized impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortization) had no impairment loss been recognized for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

  (i) has control or joint control over the Group;

  (ii) has significant influence over the Group; or

  (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

  (i) the entity and the Group are members of the same group;

  (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

  (iii) the entity and the Group are joint ventures of the same third party;

  (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

  (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

  (vi) the entity is controlled or jointly controlled by a person identified in (a);

  (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

  (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognizes such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Office equipment	19% to 32%
Electronic equipment	33%
Motor vehicles	24% to 25%
Construction in progress	–

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at the end of each of the Relevant Periods.

An item of property, plant and equipment including any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognized in profit or loss in the year the asset is derecognized is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each of the Relevant Periods.

Intangible assets are amortized on the straight-line basis over the following useful economic lives:

Software	3 years

Research and development costs

All research costs are charged to profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Property, office premises and plant	2 to 4 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognized at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment that is considered to be low value.

Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI"), and fair value through profit or loss ("FVTPL").

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortized cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognized on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification:

Financial assets at amortized cost (debt instruments)

Financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

Financial assets designated at FVOCI (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at FVOCI when they meet the definition of equity under *IAS 32 Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case such gains are recorded in other comprehensive income. Equity investments designated at FVOCI are not subject to impairment assessment.

Financial assets at FVTPL

Financial assets at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognized in profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at FVOCI. Dividends on equity investments classified as financial assets at FVTPL are also recognized as other income in profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at FVTPL. Embedded derivatives are measured at fair value with changes in fair value recognized in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the FVTPL category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at FVTPL.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognizes an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date during the Relevant Periods and the six months ended 30 June 2019, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at FVOCI and financial assets at amortized cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include financial liabilities at fair value through profit or loss and other payables and accruals, and interest-bearing bank and other borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortized cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the effective interest rate amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is included in finance costs in profit or loss.

Financial liabilities at fair value through profit or loss

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognized in profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to profit or loss.

Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognized in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognized outside profit or loss is recognized outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of each of the Relevant Periods, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of each of the Relevant Periods between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognized to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each of the Relevant Periods and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are reassessed at the end of each of the Relevant Periods and are recognized to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of each of the Relevant Periods.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

The Group do not recognize government grants until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognized in profit or loss on a systematic basis over the periods in which the Group recognize as expenses the related costs for which the grants are intended to compensate. Some of the grants related to income have future related costs expected to be incurred, and require the Group to comply with conditions attached to the grants and the government to acknowledge the compliance of these conditions. These grants related to income are recognized as deferred income in the consolidated statements of financial position and transferred to profit or loss when related costs are subsequently incurred and the Group received government acknowledge of compliance.

Other government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognized in profit or loss in the period in which they become receivable.

Revenue recognition

Interest income

Interest income is recognized on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Share-based payments

In December 2019, the Group operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. In 2020, the Group operated a share grant scheme for the purpose of proving rewards to eligible participants. Employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for share grants is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 23 to the Historical Financial Information.

The cost of equity-settled transactions is recognized in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at the end of each of the Relevant Periods until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognized as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For grants that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognized. Where grants include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled grant are modified, as a minimum an expense is recognized as if the terms had not been modified, if the original terms of the grant are met. In addition, an expense is recognized for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled grant is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognized for the grant is recognized immediately. This includes any grant where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new grant is substituted for the cancelled grant, and is designated as a replacement award on the date that it is granted, the cancelled and new grants are treated as if they were a modification of the original grant, as described in the previous paragraph.

Other employee benefits

Pension scheme

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Foreign currencies

The Historical Financial Information is presented in RMB. Each entity in the Group uses RMB as its functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of each of the Relevant Periods. Differences arising on settlement or translation of monetary items are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item.

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognizes the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's Historical Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Research and development costs

All research costs are charged to the statement of profit or loss as incurred. Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred. Determining the amounts of development costs to be capitalised requires the use of judgements and estimation. The Company currently expense all the milestone and upfront payments under the drug license agreements.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each of the Relevant Periods and the six months ended 30 June 2019, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Recognition of income taxes and deferred tax assets

Determining income tax provision involves judgment on the future tax treatment of certain transactions and when certain matters relating to the income taxes have not been confirmed by the local tax bureau. Management evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatments of such transactions are reconsidered periodically to take into account all changes in tax legislation. Deferred tax assets are recognized in respect of deductible temporary differences and unused tax losses. As those deferred tax assets can only be recognized to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences and the losses can be utilised, management's judgment is required to assess the probability of future taxable profits. Management's assessment is revised as necessary and additional deferred tax assets are recognized if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered. Further details are included in note 10 to the Historical Financial Information.

Fair value of convertible redeemable preferred shares measured at FVTPL

The fair value of the convertible redeemable preferred shares measured at FVTPL is determined using the valuation techniques, including the discounted cash flow method, the back-solve method and equity allocation model. Such valuation is based on key parameters about discounts for lack of marketability and volatility, which are subject to uncertainty and might materially differ from the actual results. The fair value of convertible redeemable preferred shares at 31 December 2018 and 31 December 2019 and 30 June 2020 were RMB138,141,000, RMB1,269,484,000 and RMB1,586,847,000, respectively. Further details are included in note 20 to the Historical Financial Information.

Share-based payments

The Group has set up the Equity share option plan and a share grant scheme for the Company's directors and the Group's employees. The fair value of the options is determined by the binomial model at the grant dates.

Estimating fair value for share-based payment transactions requires defemination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatizing and dividend yield and making assumptions about them.

For the measure for the fair value of equity-settled transactions with employees at the grant date, the Group uses a binomial model. The assumptions and models used for estimating fair value for share-based payment transactions are disclose in note 23.

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each of the Relevant Periods. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present values of those cash flows.

4. OPERATING SEGMENT INFORMATION

Operating segment information

For management purposes, the Group has only one reportable operating segment, which is development of innovative oncology medicines. Since this is the only reportable operating segment of the Group, no further operating segment analysis thereof is presented.

Geographical information

Since nearly all of the Group's non-current assets were located in Mainland China, no geographical segment information is presented in accordance with IFRS 8 *Operating Segments*.

5. OTHER INCOME AND GAINS

An analysis of other income and gains is as follows:

	Year ended 31 December		Six months ended 30 June	
	2018	**2019**	**2019**	**2020**
	RMB'000	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Other income				
Government grants related to income*	6,796	10,980	4,366	1,514
Bank interest income	1,759	12,776	5,505	7,360
Others	–	45	–	–
	8,555	23,801	9,871	8,874
Other gains				
Foreign exchange gains, net	909	29,145	16,997	10,492
	9,464	52,946	26,868	19,366

* *The government grants mainly represent subsidies received from the local governments for the purpose of compensation of expense spent on research and clinical trials activities, allowance for new drug development and funds for talents.*

6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	Notes	Year ended 31 December 2018 RMB'000	2019 RMB'000	Six months ended 30 June 2019 RMB'000 (unaudited)	2020 RMB'000
Depreciation of items of property, plant and equipment	*13*	172	215	108	118
Depreciation of right-of-use assets	*14*	591	1,288	572	1,450
Amortization of intangible assets		–	3	–	15
Auditor's remuneration		57	33	–	25
Listing expenses		–	–	–	1,635
Minimum operating lease payment in respect of rented premises		113	253	92	231
Foreign exchange differences, net	*5*	(909)	(29,145)	(16,997)	(10,492)
Employee benefit expense (excluding directors' and chief executive's remuneration *(note 8)*):					
Wages and salaries		13,174	27,953	12,041	25,373
Pension scheme contributions (defined contribution scheme)		1,076	2,180	858	1,115
Staff welfare expenses		841	1,671	784	944
Equity-settled share option expense		–	2	–	388
Difference between the carrying amount of the other non-current liabilities and the liability portion of the fair value of convertible redeemable preferred shares*		3,714	5,290	5,290	–
Fair value loss on convertible redeemable preferred shares*	*20*	–	214,549	93,524	317,363
		18,805	251,645	112,497	345,183

* *Other expense of the Group include the difference between the carrying amount of the other non-current liabilities and the liability portion of the fair value of convertible redeemable preferred shares, fair value loss on convertible redeemable preferred shares and other miscellaneous expenses.*

7. FINANCE COSTS

An analysis of finance costs from continuing operations is as follows:

	Year ended 31 December		Six months ended 30 June	
	2018	2019	2019	2020
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
			(unaudited)	
Interest on interest-bearing bank and other borrowings	85	40	40	–
Interest on other non-current liabilities *(note 19)*	10,860	335	335	–
Interest on lease liabilities	215	461	221	448
	11,160	836	596	448

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Dr. Mei Jay was appointed as an executive director of the Company on 28 August 2018.

Mr. Liu Yiteng was appointed as an executive director of the Company on 22 November 2018.

Mr. Hu Xubo, Mr. Li Teng and Mr. Li Ming were appointed as non-executive directors of the Company on 22 November 2018.

Mr. Cao Yanling and Mr. Li Zhen were appointed as non-executive directors of the Company on 4 February 2019.

Mr. Mark J. Alles was appointed as an non-executive director of the Company on 2 January 2020.

Certain of the directors received remuneration from the subsidiaries now comprising the Group for their appointment as executive directors, non-executive directors and chief executives of these subsidiaries. The remuneration of each director is set out below:

	Year ended 31 December		Six months ended 30 June	
	2018	2019	2019	2020
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
			(unaudited)	
Fees	–	–	–	–
Other emoluments:				
Salaries, bonuses, allowances and benefits in kind	958	1,967	573	2,129
Performance related bonuses	1,575	2,392	1,195	–
Equity-settled share option expense	–	–	–	81,841
Pension scheme contributions	119	382	63	253
	2,652	4,741	1,831	84,223

	Salaries, bonuses, allowances and benefits in kind *RMB'000*	Performance related bonuses *RMB'000*	Pension scheme contributions *RMB'000*	Equity-settled share option expense *RMB'000*	Total *RMB'000*
Year ended 31 December 2018					
Executive directors:					
Mr. Liu Yiteng	540	202	95	–	837
Dr. Mei Jay*	360	1,373	24	–	1,757
	900	1,575	119	–	2,594
Non-executive directors:					
Mr. Li Teng	58	–	–	–	58
Mr. Hu Xubo	–	–	–	–	–
Mr. Li Ming	–	–	–	–	–
	58	–	–	–	58

	Salaries, bonuses, allowances and benefits in kind *RMB'000*	Performance related bonuses *RMB'000*	Pension scheme contributions *RMB'000*	Equity-settled share option expense *RMB'000*	Total *RMB'000*
Year ended 31 December 2019					
Executive directors:					
Mr. Liu Yiteng	735	299	99	–	1,133
Dr. Mei Jay*	1,197	2,093	283	–	3,573
	1,932	2,392	382	–	4,706
Non-executive directors:					
Mr. Hu Xubo	–	–	–	–	–
Mr. Li Ming	–	–	–	–	–
Mr. Cao Yanling	–	–	–	–	–
Mr. Li Teng	35	–	–	–	35
Mr. Li Zhen	–	–	–	–	–
	35	–	–	–	35

	Salaries, bonuses, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Equity-settled share option expense	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Six months ended 30 June 2019					
Executive directors:					
Mr. Liu Yiteng	368	149	49	–	566
Dr. Mei Jay*	180	1,046	14	–	1,240
	548	1,195	63	–	1,806
Non-executive directors:					
Mr. Hu Xubo	–	–	–	–	–
Mr. Li Ming	–	–	–	–	–
Mr. Cao Yanling	–	–	–	–	–
Mr. Li Zhen	–	–	–	–	–
Mr. Li Teng	25	–	–	–	25
	25	–	–	–	25

	Salaries, bonuses, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Equity-settled share option expense	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Six months ended 30 June 2020					
Executive directors:					
Mr. Liu Yiteng	430	–	33	4,814	5,277
Dr. Mei Jay*	1,345	–	220	77,027	78,592
	1,775	–	253	81,841	83,869
Non-executive directors:					
Mr. Mark J. Alles	354	–	–	–	354
Mr. Hu Xubo	–	–	–	–	–
Mr. Li Ming	–	–	–	–	–
Mr. Cao Yanling	–	–	–	–	–
Mr. Li Zhen	–	–	–	–	–
Mr. Li Teng	–	–	–	–	–
	354	–	–	–	354

* *Dr. Mei Jay is also the chief executive officer of the Company and his remuneration disclosed above included the services rendered by him as the chief executive.*

There was no arrangement under which a director waived or agreed to waive any remuneration during the Relevant Periods and the six months ended 30 June 2019.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the Relevant Periods and the six months ended 30 June 2019 always included two directors, respectively, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining three highest paid employees who are neither a director nor chief executive of the Company are as follows:

	Year ended 31 December		Six months ended 30 June	
	2018	2019	2019	2020
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
			(unaudited)	
Salaries, bonuses, allowances, and benefits in kind	2,463	4,931	2,654	3,308
Performance related bonuses	562	1,158	397	395
Equity-settled share option expenses	–	1	–	–
Pension scheme contributions	189	361	107	405
	3,214	6,451	3,158	4,108

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Year ended 31 December		Six months ended 30 June	
	2018	2019	2019	2020
			(unaudited)	
Nil to HKD1,000,000	2	–	2	1
HKD1,000,001 to HKD2,000,000	1	2	1	2
HKD2,000,001 to HKD3,000,000	–	1	–	–
	3	3	3	3

10. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Cayman Islands

Under the current laws of the Cayman Islands, the Company is not subject to tax on income or capital gains. In addition, upon payments of dividends by the Company to its shareholders, no Cayman Islands withholding tax is imposed.

British Virgin Islands

Under the current laws of the British Virgin Islands ("BVI"), the subsidiaries incorporated in BVI are not subject to tax on income or capital gains. In addition, upon payments of dividends by these subsidiaries to their shareholder, no BVI withholding tax is imposed.

Hong Kong

The subsidiaries incorporated in Hong Kong are subject to income tax at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the Relevant Periods.

Mainland China

Pursuant to the Corporate Income Tax Law of the PRC and the respective regulations (the "CIT Law"), the subsidiaries which operate in Mainland China are subject to CIT at a rate of 25% on the taxable income.

Australia

No provision for Australia profits tax has been made as the Group had no assessable profits derived from or earned in Australia during the Relevant Periods and the six months ended 30 June 2019. The subsidiary incorporated in Australia is subject to income tax at the rate of 30% on the estimated assessable profits arising in Australia during the Relevant Periods.

Singapore

No provision for Singapore profits tax has been made as the Group had no operating activity in Singapore during the Relevant Periods and the six months ended 30 June 2019. The subsidiary incorporated in Singapore is subject to income tax at the rate of 17% on the estimated assessable profits arising in Singapore during the Relevant Periods.

United States of America

The subsidiary incorporated in Delaware, The United States is subject to statutory United States federal corporate income tax at a rate of 21%. It is also subject to the state income tax in Delaware at a rate of 8.7% during the Relevant Periods.

A reconciliation of the tax expense applicable to loss before tax at the statutory rate for the country in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

	Year ended 31 December		Six months ended 30 June	
	2018	2019	2019	2020
			(unaudited)	
Loss before tax	(145,952)	(323,787)	(106,842)	(537,747)
Tax at the statutory tax rate (25%)	(36,488)	(80,947)	(26,710)	(134,437)
Different tax rate enacted by local authority	6,773	6,255	1,350	7,644
Additional deductible allowance for qualified research and development costs	(7,391)	(11,446)	(3,566)	(7,549)
Expenses not deductible for tax	1,196	45,353	19,206	96,162
Tax losses not recognized	35,910	40,785	9,720	38,180
Tax charge at the Group's effective rate	–	–	–	–

The Group has accumulated tax losses in Mainland China of RMB127,763,000, RMB244,940,000, RMB164,317,000 and RMB331,572,000 in aggregate as at 31 December 2018 and 2019, 30 June 2019 and 30 June 2020, respectively, that will expire in one to five years for offsetting against future taxable profits of the companies in which the losses arose.

The Group also has accumulated tax losses in the USA and Hong Kong of RMB79,838,000, RMB144,183,000, RMB82,002,000 and RMB239,935,000 in aggregate as at 31 December 2018 and 2019, and 30 June 2019 and 30 June 2020, respectively, that will be carried forward indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognized in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits in foreseeable future will be available against which the tax losses can be utilised.

11. DIVIDENDS

No dividend was paid or declared by the Company during the Relevant Periods.

12. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

Loss per share information is not presented as its inclusion, for the purpose of this report, is not considered meaningful due to the number of ordinary shares as at each reporting date during the Relevant Periods and the six months ended 30 June 2019 was different from the number of ordinary shares immediately after the completion of public listing of the Group.

13. PROPERTY, PLANT AND EQUIPMENT

	Office equipment *RMB'000*	Electronic equipment *RMB'000*	Motor vehicles *RMB'000*	Construction in progress *RMB'000*	Total *RMB'000*
31 December 2018					
At 1 January 2018:					
Cost	117	175	–	–	292
Accumulated depreciation	(20)	(18)	–	–	(38)
Net carrying amount	97	157	–	–	254
At 1 January 2018, net of accumulated depreciation	97	157	–	–	254
Additions	171	95	184	–	450
Depreciation provided during the year	(71)	(76)	(25)	–	(172)
At 31 December 2018, net of accumulated depreciation	197	176	159	–	532
At 31 December 2018:					
Cost	288	270	184	–	742
Accumulated depreciation	(91)	(94)	(25)	–	(210)
Net carrying amount	197	176	159	–	532
31 December 2019					
At 1 January 2019:					
Cost	288	270	184	–	742
Accumulated depreciation	(91)	(94)	(25)	–	(210)
Net carrying amount	197	176	159	–	532
At 1 January 2019, net of accumulated depreciation	197	176	159	–	532
Additions	–	–	–	11	11
Depreciation provided during the year	(81)	(90)	(44)	–	(215)
At 31 December 2019, net of accumulated depreciation	116	86	115	11	328

	Office equipment *RMB'000*	Electronic equipment *RMB'000*	Motor vehicles *RMB'000*	Construction in progress *RMB'000*	Total *RMB'000*
At 31 December 2019:					
Cost	288	270	184	11	753
Accumulated depreciation	(172)	(184)	(69)	–	(425)
Net carrying amount	116	86	115	11	328
30 June 2020					
At 1 January 2020:					
Cost	288	270	184	11	753
Accumulated depreciation	(172)	(184)	(69)	–	(425)
Net carrying amount	116	86	115	11	328
At 1 January 2020, net of accumulated depreciation	116	86	115	11	328
Additions	510	99	–	1,455	2,064
Depreciation provided during the period	(41)	(55)	(22)	–	(118)
At 30 June 2020, net of accumulated depreciation	585	130	93	1,466	2,274
At 30 June 2020:					
Cost	798	369	184	1,466	2,817
Accumulated depreciation	(213)	(239)	(91)	–	(543)
Net carrying amount	585	130	93	1,466	2,274

As at 31 December 2018 and 2019 and 30 June 2020, there were no pledged property, plant and equipment.

14. LEASES

The Group as a lessee

The Group has lease contracts for various items of properties used in its operations. Leases of properties generally have lease terms between 2 and 4 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of use assets

The carrying amounts of the Group's right-of-use assets and the movements during the Relevant Periods are as follows:

	Property, office premises and plant *RMB'000*
As at 31 December 2018	
At 1 January 2018	1,111
Additions	2,232
Depreciation charge	(591)
As at 31 December 2018	2,752

	Property, office premises and plant *RMB'000*
As at 31 December 2019	
As at 1 January 2019	2,752
Additions	2,301
Depreciation charge	(1,288)
As at 31 December 2019	3,765
As at 30 June 2020	
As at 1 January 2020	3,765
Additions	9,960
Depreciation charge	(1,450)
As at 30 June 2020	12,275

(b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the Relevant Periods are as follows:

	31 December		30 June
	2018	**2019**	**2020**
	RMB'000	*RMB'000*	*RMB'000*
Carrying amount at 1 January	1,326	2,903	4,164
New leases	2,232	2,301	9,960
Accretion of interest recognized during the year/period	215	461	448
Lease payment	(870)	(1,501)	(2,023)
Carrying amount at 30 June/31 December	2,903	4,164	12,549
Analysed into:			
Current portion	753	1,195	4,256
Non-current portion	2,150	2,969	8,293

(c) The amounts recognized in profit or loss in relation to leases are as follows:

	Year ended 31 December		Six months ended 30 June
	2018	**2019**	**2020**
	RMB'000	*RMB'000*	*RMB'000*
Interest on lease liabilities	215	461	448
Depreciation charge of right-of-use assets	591	1,288	1,450
Total amount recognized in profit or loss	806	1,749	1,898

15. PREPAYMENTS AND OTHER RECEIVABLES

Group

	31 December		30 June
	2018	2019	2020
	RMB'000	*RMB'000*	*RMB'000*
Value-added tax recoverable	1,587	3,809	4,012
Interest receivables	37	3,006	7,268
Amounts due from shareholders during Reorganization	8,738	–	–
Amounts due from shareholders	700	755	269
Amounts due from related parties	44	35	53
IPO cost capitalization	–	–	545
Prepayments	458	458	1,141
Other receivables	309	745	2,341
	11,873	8,808	15,629

Other receivables had no historical default. The financial assets included in the above balances relate to receivables were categorised in stage 1 at the end of each of the Relevant Periods. In calculating the expected credit loss rate, the Group considers the historical loss rate and adjusts for forward-looking macroeconomic data. During the Relevant Periods, the Group estimated that the expected credit loss rate for other receivables and deposits is minimal.

The balances are interest-free and are not secured with collateral.

The Group seeks to maintain strict control over its outstanding receivables to minimize credit risk. Long ageing balances are reviewed regularly by senior management. In view of the fact that the Group's deposits and other receivables relate to a large number of diversified counterparties, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its deposits and other receivable balances.

Company

	As at 31 December		As at 30 June
	2018	2019	2020
	RMB'000	*RMB'000*	*RMB'000*
Interest receivables	–	1,888	1,612
IPO cost capitalization	–	–	545
Prepayments and other receivables	–	1,888	2,157
Due from subsidiaries*	32,255	503,943	735,641

* *These outstanding balances are non-trade balances.*

The outstanding balances are unsecured, interest-free and have no fixed terms of repayment.

16. CASH AND BANK BALANCES

Group

	31 December		30 June
	2018	2019	2020
	RMB'000	*RMB'000*	*RMB'000*
Cash and bank balances	65,257	746,795	616,658
Less:			
Pledged deposits *(i)*	15,935	2,625	2,625
Bank deposits with original maturity of more than three months when acquired *(ii)*	–	453,383	389,302
Cash and cash equivalents	49,322	290,787	224,731
Denominated in:			
RMB	18,272	15,394	10,897
USD	43,938	731,266	605,210
HKD	3,047	135	135
AUD	–	–	416
Cash and bank balances	65,257	746,795	616,658

Company

	31 December		30 June
	2018	2019	2020
	RMB'000	*RMB'000*	*RMB'000*
Cash and bank balances	27,583	394,880	179,614
Less:			
Bank deposits with original maturity of more than three months when acquired *(ii)*	–	174,335	106,122
Cash and cash equivalents	27,583	220,545	73,492
Denominated in:			
USD	27,583	394,877	179,611
HKD	–	3	3
Cash and bank balances	27,583	394,880	179,614

(i) It represents pledged deposits in commercial banks for bank loans and bank overdraft. None of these deposits are either past due or impaired.

(ii) It represents time deposits with initial terms of over three months when acquired in commercial banks with annual return rates ranging from 2.70% to 3.25%. None of these deposits are either past due or impaired. None of these deposits are pledged.

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

17. OTHER PAYABLES AND ACCRUALS

	As at 31 December		As at 30 June
	2018	2019	2020
	RMB'000	*RMB'000*	*RMB'000*
Amount due to related parties *(note 26(b))*	15,586	19,269	16,631
Amount due to shareholders *(note 26(b))*	27,551	44	44
Deferred income*	2,400	6,240	9,647
Payroll payable	3,699	8,472	10,474
Other tax payables	1,400	3,416	4,123
IPO cost	–	–	2,181
Interest payables	85	–	–
Other payables**	3,544	6,305	17,541
	54,265	43,746	60,641

* *This refers to government grants related to income that will be recognized in profit or loss upon the Group complied with the conditions attached to the grants and the government acknowledge acceptance.*

** *Other payables primarily consisted of accrued or invoiced but unpaid fees for CRO, CDMO and SMO services received.*

Other payables and accruals are unsecured, non-interest-bearing and repayable on demand. The carrying amounts of financial liabilities included in other payables and accruals as at the end of each of the Relevant Periods approximated to their fair values due to their short-term maturities.

18. INTEREST-BEARING BANK AND OTHER BORROWINGS

	As at 31 December						As at 30 June		
	2018			2019			2020		
	Effective interest rate (%)	*Maturity*	*RMB'000*	*Effective interest rate (%)*	*Maturity*	*RMB'000*	*Effective interest rate (%)*	*Maturity*	*RMB'000*
Current									
Bank and other loans	LIBOR* +210bp	2019	13,726	–	–	–	–	–	–
			13,726			–			–

	As at 31 December		As at 30 June
	2018	2019	2020
	RMB'000	*RMB'000*	*RMB'000*
Analysed into:			
Bank and other loans repayable:			
Within one year on demand	13,726	–	–

The bank loan is secured by the pledge of a bank deposit with an aggregate carrying value of approximately RMB15,560,000.

* *London Inter-Bank Offered Rate*

19. OTHER NON-CURRENT LIABILITIES

In 2017, Antengene Corporation Co., Ltd. ("Zhejiang Antengene") and series A investors ("Series A Investors") entered into a share subscription agreement whereby the Series A Investors made a total investment of RMB165,086,000.00 ("Series A Financing") for 29.8374% of total equity interests in Zhejiang Antengene. As part of the Series A Financing, an investor made an investment of RMB1,600,000.00 as consideration for entitlement to receive ordinary shares without redemption rights. The financing received by all other Series A Investors ("Series A Preferred Investors") are referred to as Series A Preferred Financing ("Series A Preferred Financing"). All Series A Financing were received in 2017.

Pursuant to the Series A Preferred Investors' agreement, in the following circumstances, the Series A Preferred Investors shall have the right to require Antengene Corporation (Hong Kong) Limited, who is the shareholder of Zhejiang Antengene, to repurchase all of the equity interests hold by the Series A Preferred Investors at the price agreed in the Series A Agreement.

(i) The Group fails to consummate a Qualified IPO (defined in note 20) within eight years from the date of the Series A Agreement;

(ii) The Founder (Dr. Mei Jay, the "Founder") resigns or leaves the Company;

(iii) The Group or the Founder materially breaches its or his representations, warranties, covenants or obligations under any Transaction Document.

The repurchase price of the Series A Financing is equivalent to 150% of the Series A preferred original price of Series A Preferred Financing plus any declared but unpaid dividends thereupon. Original price refers to the subscription price per share paid by the Series A Preferred Investors.

As the Group had an obligation to purchase these ordinary shares for cash, a financial liability is recognized at the present value of the repurchase amount. If the Company issued additional equity securities for a consideration per share (the "Future Issuance Price") less than original prince of Series A Shares, Series A Investors are entitled to obtain additional equity securities at an aggregate consideration of RMB1.00, or the Founder shall transfer a certain number of Ordinary Shares it held to the holders of Series A Shares at an aggregate consideration of RMB1.00, to the effect that the original issue price of Series A Shares, as applicable, shall be reduced concurrently with such issuance to a price equal to the Future Issuance Price.

Pursuant to the Reorganization, in October 2018, the equity interests held by the Series A Preferred Investors were repurchased by issuing the Company's Series A Preferred Shares (defined in note 20).

As a result of the change, the interests of Zhejiang Antengene previously held by the Series A Preferred Investors will be replaced with the interests of the Company.

The movements in other non-current liabilities during the years ended 31 December 2018 and 2019 were as follows:

	RMB'000
1 January 2018	77,625
Interest expense (effective interest rate of 13.99%)	10,860
Transfer to convertible redeemable preferred shares *(note 20)*	(58,504)
31 December 2018	29,981
Interest expense (effective interest rate of 13.99%)	335
Transfer to convertible redeemable preferred shares *(note 20)*	(30,316)
31 December 2019	–

20. CONVERTIBLE REDEEMABLE PREFERRED SHARES

Group and Company

Pursuant to the Reorganization, from December 2018 to February 2019, the Company issued 38,965,830 Series A Preferred Shares ("Series A Preferred Shares") with a par value of USD0.0001 per share to the Series A Preferred Investors. Upon completion of the Reorganization, the interests of Zhejiang Antengene previously held by the Series A Preferred Investors will be replaced with the interests of the Company.

In December 2018, the Group and series B investors ("Series B Investors") entered into a share subscription agreement whereby Series B Investors made a total investment of USD120,000,000 (equivalent to RMB805,963,950) ("Series B Financing") for 68,412,476 series B preferred shares ("Series B Preferred Shares"), approximately 32.43% of total equity interests in the Group upon completion.

For illustration purpose, the Series B Investors and Series A Preferred Investors are referred to as holders of Preferred Shares ("Holders of Preferred Shares").

Upon completion of Series B Financing and according to the MOA of the Company passed in December 2018, the key terms of Series A Preferred Shares and Series B Shares ("Preferred Shares") are as follows:

Conversion rights

Each holder of Preferred Shares shall have the right to convert Preferred Shares into ordinary shares after the issuance date into such number of Ordinary Shares as determined by dividing the relevant issue price by the then-effective conversion price ("Conversion Price"). The conversion price is initially the Series A Subscription Price for Series A Preferred Investors and the Series B Issue Price for Series B Investors, resulting in an initial conversion ratio of 1:1, and shall be subject to adjustment from time to time, including but not limited to share splits and combinations, share dividends and distributions, reorganization, consolidations or reclassifications, and adjustment upon issuance of new securities for a consideration per share less than the Conversion Price.

All outstanding Preferred Shares shall automatically be converted into ordinary shares upon the closing of a Qualified IPO.

Qualified IPO means an IPO on the Stock Exchange with a per Ordinary Share offer price of no less than two times of the then applicable Series B Conversion Price with respect to each Ordinary Share converted from the Series B Preferred Shares.

Redemption features

In the event that (i) the Company fails to consummate a Qualified IPO on or before 31 December 2023, provided that such failure shall not be caused by the failure of the Holders of Preferred Shares to give their consent; or (ii) the Founder ceases to be the CEO of the Company or Antengene Corporation Co., Ltd., each Series A Preferred Investor shall be entitled to require the Company to redeem all or any of such holder's Preferred Shares at a per share price equal to 150% of the Series A original price, plus any declared but unpaid dividends thereupon.

In the event that (i) The Group fails to consummate a Qualified IPO on or before December 31, 2023; or (ii) the multiple myeloma Approval has been obtained on or before 5 July 2019 but the Company fails to obtain the approval from National Medical Products Administration for Selinexor's use in relapsed or refractory Multiple Myeloma on or before 31 December 2021; or (iii) the Founder (Dr Mei, the "Founder") ceases to be CEO of the Group or Antengene Zhejiang; or (iv) the Group or any of the Founder parties or the other Group companies materially breaches its or his representations, warranties, covenants or obligations under any Transaction Document; or (v) any US Governmental Authority enacts, issues, promulgates, enforces or enters into any Law that enjoins, makes illegal or unlawful, or otherwise prohibits any In-Licensing, each Series B Investor shall be entitled to require the Company to redeem all or any of such holder's Preferred Shares at a per share price equal to the higher of (i) the sum of (x) an amount that would give an internal rate of return that equals to eight percent per annum in respect of the Series B Issue Price, calculated for a period of time commencing from the Series B Issue Date; and (ii) 150% of the Series B Issue Price, plus (iii) any declared but unpaid dividends thereupon.

If the Company's assets and funds which are legally available are insufficient to pay the full redemption price, such assets and funds shall be used to redeem the Preferred Shares, following the order, firstly to holders of Series B Shares, and then to holders of Series A Preferred Shares.

Liquidation preferences

In the event of any liquidation, dissolution or termination event, or unless waived in writing by the Preferred Shareholders, any deemed liquidation event, all assets and funds of the Company Legally available for distribution, after satisfaction of all taxes, compensation, creditors' claims and claims that may be preferred by law, shall be distributed to holders of Preferred Shares with an amount equal to (i) 150% of the Series B Issue Price for Series B Investors or 150% of the Series A original price for Series A Investors, plus (ii) any declared but unpaid dividends ("Preference Amount") thereupon in the sequence below:

(1) Series B Shares

(2) Series A Preferred Shares

If there are any assets or funds remaining after the aggregate Series A Preferred Shares and Series B Shares have been distributed or paid fully, the remaining assets and funds of the Company available for distribution shall be distributed ratably among all shareholders.

If any Series B Investors receive no or less than the full amount of the Preference Amount, the Founder Parties (Founder, together with Horsham Angel Investment Limited and Meiland Pharma Tech Limited, the "Founder Parties") shall jointly and severally pay to such Series B Investor, a sum in cash equal to the full amount of the Series B Preference Amount or any shortfall, provided that the total liabilities of the Founder Parties shall not exceed seventy five percent of the aggregate value of the Equity Securities directly or indirectly held by the Founder Parties and their respective affiliates in the group companies.

Deemed Liquidation Event generally refers to (i) a merger, consolidation, amalgamation or scheme of arrangement of any Group Company with or into any other Person, or sale of Shares of the Company, or other reorganization, or (ii) a sale, transfer, lease, exclusive license or other disposal of all or substantially all of the assets or intellectual property of the Company or of all of its subsidiaries as a whole. A drag-along sale or a no redemption sale shall constitute a Deemed Liquidation Event.

Voting rights

The holder of each Preferred Share shall be entitled to votes equal to the number of votes attaching to the number of ordinary shares to which such Preferred Shares hold by such holder could be converted. The Holders of Preferred Shares shall vote with the holders of ordinary shares, and not as a separate class.

Dividends

The Directors of the Company may from time to time declare dividends (including interim dividends) and distributions on shares of the Company issued and outstanding and authorize payment of the same out of the funds of the Company lawfully available therefor.

Presentation and classification

The Group designated host debt and conversion derivative of Preferred Shares as financial liabilities measured as fair value through profit or loss, presented as convertible redeemable preferred shares in the consolidated statements of financial position. Management considered that fair value change in the Preferred Shares attributable to changes of own credit risk is not significant.

The movements of the convertible redeemable preferred shares are set out as follows:

	RMB'000
At 31 December 2017 and 1 January 2018	–
Recognition of Series A Preferred Financing as convertible redeemable preferred shares	138,141
At 31 December 2018 and 1 January 2019	138,141
Issuance of Series B Shares	805,964
Fair value changes of convertible redeemable preferred shares	214,549
Recognition of Series A Preferred Financing as convertible redeemable preferred shares	110,830
At 31 December 2019 and 1 January 2020	1,269,484
Fair value changes of convertible redeemable preferred shares	317,363
At 30 June 2020	1,586,847

* *As aforementioned in note 19, during the Reorganization, due to changes in certain terms of the Series A Preferred Shares as compared with Series A Preferred Financing, the Group designated host debt and conversion derivative of the Series A preference share as financial liabilities measured as fair value through profit or loss. Pursuant to the Reorganization, from December 2018 to February 2019, the Company issued 38,965,830 Series A Preferred Shares with a par value of USD0.0001 per share to Series A Preferred Investors. The reorganization was to convert the interests of the Group previously held by Series A Preferred Investors to shares in the Company. For Series A Preferred Shares issued in December 2018, the fair value of the host debt and conversion derivative upon the initial recognition amounted to RMB138,141,000, while the then carrying amount of the redemption liability of Series A Preferred Financing amounted RMB58,504,000 (note 19). The difference of debt portion of RMB3,714,000 was charged to other expenses in 2018, and the difference of remaining portion of RMB75,923,000 was charged to equity. For Series A Preferred Shares issued in January and February 2019, the fair value of the host debt and conversion derivative upon the initial recognition amounted RMB110,830,000, while the then carrying amount of redemption liability of the Series A Preferred Financing amounted to RMB30,316,000 (note 19). The difference of of debt portion of RMB5,290,000 was charged to other expense and the difference of remaining portion of RMB75,224,000 was charged to equities in 2019.*

The Group has used the back-solve method to determine the underlying equity value of the Company and adopted the equity allocation model to determine the fair value of the Preferred Shares as at the date of issuance and as at 31 December 2018 and 30 June 2020 and used the equity allocation model and the discounted cash flow method as at 31 December 2019.

Key valuation assumptions used to determine the fair value of Preferred Shares as at 31 December 2018 and 2019, and 30 June 2020 are as follows:

	As at 31 December		**As at 30 June**
	2018	**2019**	**2020**
Risk-free interest rate	2.64%	1.70%	0.26%
Discounts for lack of marketability ("DLOM")	9.50%	7.50%	7.50%
Volatility	45.49%	41.77%	43.65%
Possibilities under liquidation scenario	40%	40%	35%
Possibilities under redemption scenario	40%	40%	35%
Possibilities under initial public offering scenario	20%	20%	30%

The Group estimated the risk-free interest rate based on the yield of the US Government Bond with maturity close to the expected exit timing as of the valuation date. The DLOM was estimated based on the option-pricing method. Under the option-pricing method, the cost of put option, which can hedge the price change before the privately held share can be sold, was considered as a basis to determine the lack of marketability discount. Volatility was estimated based on annualized standard deviation of daily stock price return of comparable companies for a period from the valuation date and with a similar time span to expiration.

21. SHARE CAPITAL

The Company was incorporated on 28 August 2018 with authorized share capital of USD50,000 divided into 500,000,000 ordinary shares ("Ordinary Shares") with a par value of USD0.0001 each. On 22 November 2018, the authorized share capital of the Company was changed to USD50,000, divided into 500,000,000 shares, consisting of (i) 392,621,694 Ordinary Shares of par value USD0.0001 each; (ii) 38,965,830 Series A Preferred Shares of par value USD0.0001 each; and (iii) 68,412,476 Series B Preferred Shares of par value USD0.0001 each, as aforementioned in note 20.

Issued and fully paid:

	As at 31 December 2019		
	Number of shares in issue	**Share capital** *USD'000*	**RMB equivalent** *RMB'000*
Ordinary shares of USD0.0001 each	103,560,160	10	72

	As at 30 June 2020		
	Number of shares in issue	**Share capital** *USD'000*	**RMB equivalent** *RMB'000*
Issued and fully paid:			
Ordinary shares of USD0.0001 each	112,021,907	11	78

Movements in the issued share capital from 28 August, 2018 (date of incorporation) to 30 June 2020 were as follows:

	Number of share in issue	**Share capital** *RMB'000*
At 28 August 2018 (date of incorporation)	–	–
Issue of Ordinary Shares	–	–
At 31 December 2018 and 1 January 2019	–	–
Issue of Ordinary Shares	103,560,160	72
At 31 December 2019 and 1 January 2020	103,560,160	72
Issue of Ordinary Shares	8,461,747	6
At 30 June 2020	112,021,907	78

As mentioned in note 20, all outstanding preferred shares, with a total number of 107,378,306 shares, shall automatically be converted into ordinary shares upon the closing of a Qualified IPO.

22. RESERVES

The amounts of the Group's reserves and the movements therein are presented in the consolidated statements of changes in equity on pages I-6 to I-7 of the Historical Financial Information.

23. SHARE-BASED PAYMENTS

(a) Share grants

In June 2020, as approved by the board of directors, the Group granted 8,461,747 Ordinary Shares of the Company, of which 7,963,997 were granted to Dr. Mei Jay and 497,750 shares were granted to Mr. Liu Yiteng as anti-dilution adjustment. There was no vesting condition associated with such share grants and the fair value of shares amounting to RMB81,841,000 was charged to profit or loss when incurred in 2020.

(b) Equity share option plan

In December 2019, the Company adopted the equity share option plan for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group. Eligible participants of the share option plan may include any officer, directors, employees of the Company, and any individual consultants or advisors who render or have rendered bona fide services to the Company.

The maximum aggregate number of shares that may be issued under this plan is 10,000,000 Ordinary Shares. Subject to any restriction contained in the equity share option plan, each vested option shall not be exercisable until the later of the following: (i) the date such option has vested and (ii) 30 days after the IPO, but shall be exercised no later than 90 days after such vested options become exercisable. The exercise price for each share under the share option plan is USD1.754.

On 30 December 2019, the Company has granted options to 35 grantees to subscribe for an aggregate of 4,398,853 shares under the equity share option plan. Subject to the terms and conditions as set out in the equity share option plan, these options will be vested in the portion of 30%, 30% and 40% on the second, third and fourth anniversaries of the grant date of the options. On June 2020, The Company decided to adjust the vesting schedule of 3,635,935 options. These options will be vested in the portion of 15%, 15%, 30% and 40% on the first, second, third and fourth anniversaries of the grant date.

The following share options were outstanding under the equity share option plan during the year ended 31 December 2019 and six months ended 30 June 2020:

	Number of options
At 1 January 2019	–
Granted during the year	4,398,853
At 31 December 2019 and 1 January 2020	4,398,853
Forfeited during the period	(322,323)
At 30 June 2020	4,076,530

The fair value of the share options granted during the year ended 31 December 2019 was RMB2,456,000, and the group recognized share option expenses of RMB2,000 and RMB388,000 during the year ended 31 December 2019 and six months ended 30 June 2020, respectively.

The fair value of the equity-settled share options granted at 30 December 2019 was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

	2019
Expected volatility (%)	40.91% – 42.93%
Risk-free interest rate (%)	1.60 – 1.70
Exercise Multiple	2.2 – 2.8

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

24. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

(a) Major non-cash transactions

i) During the year of 2019 and 2018, the Group had non-cash deductions of RMB29,981,000 and RMB47,644,000 in respect of other non-current liabilities.

(b) Changes in liabilities arising from financing activities

	Lease liabilities *RMB'000*	Other payables and accruals *RMB'000*	Bank and other loans *RMB'000*	Other non-current liabilities *RMB'000*	Convertible redeemable preferred shares *RMB'000*
At 1 January 2018	1,326	–	–	77,625	–
Changes from financing cash flows:					
Proceeds from bank loans	–	–	13,726	–	–
Increase in an amount due to shareholders	–	27,530	–	–	–
Lease payment	(870)	–	–	–	–
Total changes from financing cash flows	(870)	27,530	13,726	–	–
Other changes:					
New leases	2,232	–	–	–	–
Accretion of interest recognized during the year	215	–	–	–	–
Interest on interest-bearing bank and other borrowings	–	85	–	–	–
Interest expense	–	–	–	10,860	–
Transfer to convertible redeemable preferred shares	–	–	–	(58,504)	–
Recognition of Series A Preferred Financing as convertible redeemable preferred shares	–	–	–	–	138,141
Total other changes	2,447	85	–	(47,644)	138,141
At 31 December 2018	2,903	27,615	13,726	29,981	138,141

	Lease liabilities *RMB'000*	Other payables and accruals *RMB'000*	Bank and other loans *RMB'000*	Other non-current liabilities *RMB'000*	Convertible redeemable preferred shares *RMB'000*
At 1 January 2019	2,903	27,615	13,726	29,981	138,141
Changes from financing cash flows:					
Proceeds from issue of convertible redeemable preferred shares	–	–	–	–	805,964
Repayment of bank loans	–	–	(13,726)	–	–
Decrease in an amount due to shareholders	–	(27,530)	–	–	–
Interest paid	–	(125)	–	–	–
Lease payment	(1,501)	–	–	–	–
Total changes from financing cash flows	(1,501)	(27,655)	(13,726)	–	805,964
Other changes:					
New leases	2,301	–	–	–	–
Accretion of interest recognized during the year	461	–	–	–	–
Interest on interest-bearing bank and other borrowings	–	40	–	–	–
Fair value changes of convertible redeemable preferred shares	–	–	–	–	214,549
Interest expense	–	–	–	335	–
Transfer to convertible redeemable preferred shares	–	–	–	(30,316)	–
Recognition of Series A Preferred Financing as convertible redeemable preferred shares	–	–	–	–	110,830
Total other changes	2,762	40	–	(29,981)	325,379
At 31 December 2019	4,164	–	–	–	1,269,484

	Lease liabilities *RMB'000*	Other payables and accruals *RMB'000*	Bank and other loans *RMB'000*	Other non-current liabilities *RMB'000*	Convertible redeemable preferred shares *RMB'000*
At 1 January 2020	4,164	–	–	–	1,269,484
Changes from financing cash flows:					
Lease payment	(2,023)	–	–	–	–
Total changes from financing cash flows	(2,023)	–	–	–	–
New leases	9,960	–	–	–	–
Accretion of interest recognized during the period	448	–	–	–	–
Fair value changes of convertible redeemable preferred shares	–	–	–	–	317,363
Total other changes	10,408	–	–	–	–
At 30 June 2020	12,549	–	–	–	1,586,847

(c) Total cash outflow for leases

The total cash outflow for leases included in the consolidated statements of cash flows is as follows:

	Year ended 31 December		Six months ended 30 June
	2018 *RMB'000*	2019 *RMB'000*	2020 *RMB'000*
Within operating activities	113	253	231
Within investing activities	–	–	–
Within financing activities	870	1,501	2,023
	983	1,754	2,254

25. COMMITMENTS

The Group had the following capital commitment at the end of each of the Relevant Periods.

	31 December		30 June
	2018 *RMB'000*	2019 *RMB'000*	2020 *RMB'000*
Authorized, but not provided for			
Buildings	–	–	32,597

26. RELATED PARTY TRANSACTIONS

(a) In additional to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the Relevant Periods and the six months ended 30 June 2019:

		Year ended 31 December		Six months ended 30 June	
		2018	2019	2019	2020
		RMB'000	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Purchase of services					
Hangzhou Tigermed Consulting Co., Ltd.	*(i)*	17,006	21,544	7,809	3,988
Frontage Laboratories (Suzhou) Co., Ltd.	*(i)*	725	207	89	34
Taiwan Tigermed Consulting Co. Ltd.	*(i)*	124	–	–	–
Mosim Co., Ltd.	*(i)*	64	34	–	182
Shanghai Lide Biotech Co., Ltd.	*(i)*	–	343	–	93
Teddy Clinical Research Laboratory (Shanghai) Limited	*(i)*	–	304	286	33
Celgene Corporation	*(ii)*	4,313	1,197	443	–
Shanghai STA Pharmaceutical R&D Co., Ltd.	*(iii)*	2,944	1,250	786	132
WuXi Clinical Development Services (Shanghai) Co., Ltd.	*(iii)*	–	4,928	–	417
Shanghai STA Pharmaceutical Product Co., Ltd.	*(iii)*	–	2,062	2,062	–
Shanghai MedKey Med-Tech Development Co., Ltd.	*(iii)*	–	679	–	–
Wuxi AppTec (Shanghai) Co., Ltd.	*(iii)*	–	95	–	93
		25,176	32,643	11,475	4,972

Notes:

(i) Taiwan Tigermed Consulting Co., Ltd., Mosim Co., Ltd., Frontage Laboratories (Suzhou) Co., Ltd., Teddy Clinical Research Laboratory (Shanghai) Limited and Shanghai Lide Biotech Co., Ltd. were ultimately controlled by Hangzhou Tigermed Consulting Co., Ltd., whose subsidiary, Hongkong Tigermed Co., Limited, was the shareholder of the Company.

(ii) Celgene Corporation was the parent of Celgene China Holdings LLC, which was the shareholder of the Company.

(iii) Shanghai STA Pharmaceutical Product Co., Ltd., Shanghai STA Pharmaceutical R&D Co., Ltd., Shanghai MedKey Med-Tech Development Co., Ltd., Wuxi AppTec (Shanghai) Co., Ltd. and WuXi Clinical Development Services (Shanghai) Co., Ltd. were ultimately controlled by Wuxi AppTec Co., Ltd., whose subsidiary, Wuxi PharmaTech Healthcare Fund ILP, was the shareholder of the Company.

The pricing of services were made according to the published prices and conditions similar to those offered to the major customers of the suppliers.

(b) Outstanding balances with related parties:

		As at 31 December		As at 30 June
		2018	2019	2020
		RMB'000	*RMB'000*	*RMB'000*
Other receivables:				
Due from shareholders:				
Orcapurs Investment Limited*	*(i)*	4,717	16	16
Huagai Pharmaceutical & Healthcare Venture Capital (Wenzhou) Partnership (Limited Partnership)*	*(i)*	4,021	–	–
Black Halo Investment Limited*		516	522	32
Others*		184	217	221
		9,438	755	269
Due from related parties:				
Others*		44	35	53
Other payables:				
Due to shareholders:				
Celgene Corporation*	*(i)*	27,530	–	–
Others*		21	44	44
		27,551	44	44
Due to related parties:				
Hangzhou Tigermed Pharmaceutical Technology Co., Ltd.**	*(ii)*	13,380	15,437	16,044
Shanghai STA Pharmaceutical R&D Co., Ltd.**	*(ii)*	2,022	–	411
Frontage Laboratories (Suzhou) Co., Ltd.**	*(ii)*	153	–	34
WuXi Clinical Development Services (Shanghai) Co., Ltd.**	*(ii)*	–	3,674	78
Shanghai Lide Biotech Co., Ltd.**	*(ii)*	–	127	–
Wuxi AppTec (Shanghai) Co., Ltd.**	*(ii)*	–	–	33
Others*		31	31	31
		15,586	19,269	16,631

Notes:

* *These outstanding balances are non-trade balances that will be settled before listing.*

** *These outstanding balances are trade balances.*

(i) The outstanding balances with Huagai Pharmaceutical & Healthcare Venture Capital (Wenzhou) Partnership (Limited Partnership), Orcapurs Investment Limited and Celgene Corporation were the equity transfer balances as a result of the Reorganization.

(ii) The outstanding balances with Hangzhou Tigermed Pharmaceutical Technology Co., Ltd., Shanghai STA Pharmaceutical R&D Co., Ltd., Frontage Laboratories (Suzhou) Co., Ltd., WuXi Clinical Development Services (Shanghai) Co., Ltd., Shanghai Lide Biotech Co., Ltd. and Wuxi AppTec (Shanghai) Co., Ltd were fees for service received.

The outstanding balances are unsecured, interest-free and have no fixed terms of repayment.

(c) Compensation of key management personnel of the Group:

	Year ended 31 December		Six months ended 30 June	
	2018	2019	2019	2020
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
			(unaudited)	
Short term employee benefits	7,816	15,534	6,766	9,288
Post-employment benefits	445	857	251	579
Equity-settled share option	–	2	–	82,125
Total compensation paid to key management personnel	8,261	16,393	7,017	91,992

Further details of directors' and the chief executive's emoluments are included in note 8 to the Historical Financial Information.

27. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of each of the Relevant Periods are as follows:

As at 31 December 2018

Financial assets

	Financial assets at amortized cost
	RMB'000
Financial assets included in prepayments and other receivables	9,828
Cash and bank balances	65,257
	75,085

Financial liabilities

	Financial liabilities at fair value	Financial liabilities at amortized cost	Total
	RMB'000	*RMB'000*	*RMB'000*
Financial liabilities included in other payables and accruals	–	46,766	46,766
Convertible redeemable preferred shares	138,141	–	138,141
Other non-current liabilities	–	29,981	29,981
Interest-bearing bank and other borrowings	–	13,726	13,726
Lease liabilities	–	2,903	2,903
	138,141	93,376	231,517

As at 31 December 2019

Financial assets

	Financial assets at amortized cost *RMB'000*
Financial assets included in prepayments and other receivables	4,541
Cash and bank balances	746,795
	751,336

Financial liabilities

	Financial liabilities at fair value *RMB'000*	**Financial liabilities at amortized cost** *RMB'000*	**Total** *RMB'000*
Financial liabilities included in other payables and accruals	–	25,618	25,618
Convertible redeemable preferred shares	1,269,484	–	1,269,484
Lease liabilities	–	4,164	4,164
	1,269,484	29,782	1,299,266

As at 30 June 2020

Financial assets

	Financial assets at amortized cost *RMB'000*
Financial assets included in prepayments and other receivables	9,931
Cash and bank balance	616,658
	626,589

Financial liabilities

	Financial liabilities at fair value *RMB'000*	**Financial liabilities at amortized cost** *RMB'000*	**Total** *RMB'000*
Financial liabilities included in other payables and accruals	–	34,216	34,216
Convertible redeemable preferred shares	1,586,847	–	1,586,847
Lease liabilities	–	12,549	12,549
	1,586,847	46,765	1,633,612

28. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts			Fair value		
	As at 31 December		As at 30 June	As at 31 December		As at 30 June
	2018	2019	2020	2018	2019	2020
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Financial liabilities						
Other non-current liabilities	29,981	–	–	31,886	–	–

Management has assessed that the fair values of cash and bank balance, financial assets included in prepayments and other receivables, current interest-bearing bank and other borrowings, and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At the end of each of the Relevant Periods and 30 June 2019, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The Directors review the results of the fair value measurement of financial instruments periodically for financial reporting.

The fair values of the other non-current liabilities have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The fair value of the convertible redeemable preferred shares measured at FVTPL are determined using the valuation techniques, including back-solve method and equity allocation model, and was within Level 3 fair value measurement.

Unobservable inputs and sensitivity analysis of Level 3 assets and liabilities

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at the end of each of the Track Record Period.

		Increase/(decrease) in fair value		
	Increase/			As at
	(decrease) in	As at 31 December		30 June
Significant unobservable inputs	the inputs	2018	2019	2020
		RMB'000	*RMB'000*	*RMB'000*
Risk-free interest rate	1%/(1%)	(121)/121	(273)/273	(184)/189
DLOM	1%/(1%)	(175)/175	(1,029)/1,029	(1,218)/1,219
Volatility	1%/(1%)	(22)/22	(1,287)/1,287	(640)/648

Liabilities measured at fair value

As at 31 December 2018

	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Convertible redeemable preferred shares	–	–	138,141	138,141
Other non-current liabilities	–	–	29,981	29,981

As at 31 December 2019

	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Convertible redeemable preferred shares	–	–	1,269,484	1,269,484

As at 30 June 2020

	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Convertible redeemable preferred shares	–	–	1,586,847	1,586,847

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and bank balances. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as other receivables and other payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarised below.

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from purchases by operating units in currencies other than the units' functional currencies.

The following table demonstrates the sensitivity at the end of each of the Relevant Periods to a reasonably possible change in foreign currency exchange rates, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities) and the Group's equity.

	Increase/ (decrease) in rate of foreign currency	**Increase/ (decrease) in profit before tax**	**Increase/ (decrease) in equity**
	%	*RMB'000*	*RMB'000*
31 December 2018			
If RMB weakens against USD	5	1,499	1,499
If RMB strengthens against USD	(5)	(1,499)	(1,499)
If RMB weakens against HKD	5	152	152
If RMB strengthens against HKD	(5)	(152)	(152)
31 December 2019			
If RMB weakens against USD	5	36,563	36,563
If RMB strengthens against USD	(5)	(36,563)	(36,563)
If RMB weakens against HKD	5	7	7
If RMB strengthens against HKD	(5)	(7)	(7)
30 June 2020			
If RMB weakens against USD	5	30,172	30,172
If RMB strengthens against USD	(5)	(30,172)	(30,172)
If RMB weakens against HKD	5	7	7
If RMB strengthens against HKD	(5)	(7)	(7)
If RMB weakens against AUD	5	21	21
If RMB strengthens against AUD	(5)	(21)	(21)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and bank balances, financial assets included in prepayments, other receivables and other assets, with a maximum exposure equal to the carrying amount of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's other receivables are widely dispersed in different sectors and industries.

Liquidity risk

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Group to finance the operations and mitigate the effects of fluctuations in cash flows.

The maturity profile of the Group's financial liabilities as at the end of each of the Relevant Periods, based on the contractual undiscounted payments, is as follows:

	As at 31 December 2018				
	On demand	**Less than 3 months**	**3 to less than 12 months**	**1 to 5 years**	**Total**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Financial liabilities in other payables and accruals	46,766	–	–	–	46,766
Lease liabilities	–	281	789	2,412	3,482
Interest-bearing bank and other borrowings	–	13,851	–	–	13,851
Convertible redeemable preferred shares	–	–	–	138,314	138,314
Other non-current liabilities	–	–	–	71,030	71,030
	46,766	14,132	789	211,756	273,443

	As at 31 December 2019				
	On demand	**Less than 3 months**	**3 to less than 12 months**	**1 to 5 years**	**Total**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Financial liabilities in other payables and accruals	25,618	–	–	–	25,618
Lease liabilities	–	466	1,160	3,238	4,864
Convertible redeemable preferred shares	–	–	–	209,344	209,344
	25,618	466	1,160	212,582	239,826

	As at 30 June 2020				
	On demand	**Less than 3 months**	**3 to less than 12 months**	**1 to 5 years**	**Total**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Financial liabilities in other payables and accruals	34,216	–	–	–	34,216
Lease liabilities	–	462	4,086	9,392	13,940
Convertible redeemable preferred shares	–	–	–	209,344	209,344
	34,216	462	4,086	218,736	257,500

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the Relevant Periods.

30. EVENTS AFTER THE RELEVANT PERIODS

Series C financing

The Company closed its Series C financing on 20 July 2020.The financing raised a total of USD97 million by issuing 24,770,992 Series C-1 preferred shares and 9,690,022 Series C-2 preferred shares. The shares were issued at a price of USD2.83 with a par value of USD0.0001 each.

2020 Equity incentive plan

Pursuant to a Board resolution dated August 18, 2020, 12,851,116 Shares were allotted and issued and held by the Trustee on trust through ATG Incentives Holding Plus Limited as reserve for grant of Share Options under the 2020 Equity Incentive Plan.

31. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Group or any of its subsidiaries in respect of any period subsequent to June 30, 2020.

The following information does not form part of the Accountants' Report from Ernst & Young, Certified Public Accountants, Hong Kong, the Company's reporting accountants, as set out in Appendix I to this prospectus, and is included for information purposes only. The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in this prospectus and the Accountants' Report set out in Appendix I to this prospectus.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group prepared in accordance with Rule 4.29 of the Listing Rules and with reference to Accounting Guideline 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants is to illustrate the effect of the Global Offering on the consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2020 as if the Global Offering had taken place on that date.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group has been prepared for illustrative purpose only and, because of its hypothetical nature, it may not provide a true picture of the consolidated net tangible assets attributable to owners of the Company had the Global Offering been completed as at 30 June 2020 or at any future date.

	Audited consolidated net tangible liabilities of the Group attributable to owners of the Company as at June 30, 2020 *RMB'000* *Note 1*	**Estimated net proceeds from the Global Offering** *RMB'000* *Note 2*	**Estimated impact related to the changes of terms of convertible redeemable preferred shares upon Listing** *RMB'000* *Note 3*	**Unaudited pro forma adjusted consolidated net tangible assets** *RMB'000*	**Unaudited pro forma adjusted consolidated net tangible assets** *RMB* *Note 4*	*HK$* *Note 5*
Based on an Offer Price of HK$15.80 per Offer Share	(1,013,201)	2,099,453	1,586,847	2,673,099	4.00	4.38
Based on an Offer Price of HK$16.94 per Offer Share	(1,013,201)	2,253,536	1,586,847	2,827,182	4.23	4.63
Based on an Offer Price of HK$18.08 per Offer Share	(1,013,201)	2,407,620	1,586,847	2,981,266	4.46	4.88

Notes:

1. *The consolidated net tangible liabilities of the Group attributable to equity holders of the Company as at June 30, 2020 was equal to the audited net liabilities attributable to owners of the Company as at June 30, 2020 of RMB1,013,129,000 after deducting of other intangible assets of RMB72,000 as of June 30, 2020 set out in the Accountants' Report in Appendix I to this prospectus.*

2. *The estimated net proceeds from the Global Offering are based on an Offer Price of HK$15.80, HK$16.94 and HK$18.08, after deduction of the underwriting fees and other related expenses payable by the Company and does not take into account any Shares which may be issued upon the exercise of the Over-Allotment Option.*

3. *For the purpose of the unaudited pro forma financial information, considering the estimated impact related to the changes of terms of convertible redeemable preferred shares upon Listing, the unaudited pro forma adjusted net tangible assets attributable to the owners of the Company will be increased by RMB1,586,847,000, being the fair value of the Preferred Shares as at June 30, 2020. Upon the Listing and the completion of the Global Offering, all the Preferred Shares will be automatically converted into Shares. These Preferred Shares will be re-designated from liabilities to equity. The amount that is re-designated from liabilities to equity will be the fair value of the Preferred Shares on that date of the Global Offering.*

4. *The unaudited pro forma adjusted consolidated net tangible assets per Share is arrived at after the adjustments referred in notes 2 and 3 above and on the basis of 668,198,144 Shares are in issue, assuming that the conversion of Preferred Shares into the Shares, the Capitalization Issue and the Global Offering had been completed on June 30, 2020 but does not take into account any Shares which may be sold pursuant to the exercise of the Over-allotment Option.*

5. *For the purpose of this unaudited pro forma statement of adjusted net tangible assets, the balances stated in RMB are converted into HK$ at the rate of RMB1.00 to HK$1.0948.*

6. *No adjustment has been made to the unaudited pro forma adjusted consolidated net tangible assets to reflect any trading results or other transactions of the Group entered into subsequent to June 30, 2020.*

B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION

22/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

To the Directors of Antengene Corporation Limited

We have completed our assurance engagement to report on the compilation of pro forma financial information of Antengene Corporation Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The pro forma financial information consists of the pro forma consolidated net tangible assets as at 30 June 2020, and related notes as set out on pages II-1 to II-2 of the prospectus dated 9 November 2020 issued by the Company (the "Pro Forma Financial Information"). The applicable criteria on the basis of which the Directors have compiled the Pro Forma Financial Information are described in Appendix II(A).

The Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Global Offering of shares of the Company on the Group's financial position as at 30 June 2020 as if the transaction had taken place at 30 June 2020. As part of this process, information about the Group's financial position, has been extracted by the Directors from the Group's financial statements for the six months ended 30 June 2020, on which an accountants' report has been published.

Directors' responsibility for the Pro Forma Financial Information

The Directors are responsible for compiling the Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline ("AG") 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Our independence and quality control

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Control 1 *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting accountants' responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Financial Information.

The purpose of the Pro Forma Financial Information included in the Prospectus is solely to illustrate the impact of the Global Offering on unadjusted financial information of the Group as if the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the transaction would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the transaction in respect of which the Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

(a) the Pro Forma Financial Information has been properly compiled on the basis stated;

(b) such basis is consistent with the accounting policies of the Group; and

(c) the adjustments are appropriate for the purpose of the Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,

Ernst & Young
Certified Public Accountants
Hong Kong
9 November 2020

SUMMARY OF THE CONSTITUTION OF OUR COMPANY

1 Memorandum of Association

The Memorandum of Association of the Company was conditionally adopted on November 5, 2020 and states, inter alia, that the liability of the members of the Company is limited, that the objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Law or any other law of the Cayman Islands.

The Memorandum of Association is available for inspection at the address specified in the section headed "Documents Delivered to the Registrar of Companies and Available for Inspection" in this prospectus.

2 Articles of Association

The Articles of Association of the Company were conditionally adopted on November 5, 2020 and include provisions to the following effect:

2.1 Classes of Shares

The share capital of the Company consists of ordinary shares. The capital of the Company at the date of adoption of the Articles is US$200,000 divided into 2,000,000,000 shares of US$0.0001 each.

2.2 Directors

(a) Power to allot and issue Shares

Subject to the provisions of the Companies Law and the Memorandum and Articles of Association, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Directors, who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms, as the Directors shall determine.

Subject to the provisions of the Articles of Association and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Directors may determine. Subject to the

Companies Law and to any special rights conferred on any shareholders or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof, liable to be redeemed.

(b) Power to dispose of the assets of the Company or any subsidiary

The management of the business of the Company shall be vested in the Directors who, in addition to the powers and authorities by the Articles of Association expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not by the Articles of Association or the Companies Law expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies Law and of the Articles of Association and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or the Articles of Association, provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

(c) Compensation or payment for loss of office

Payment to any Director or past Director of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the Director is contractually entitled) must first be approved by the Company in general meeting.

(d) Loans to Directors

There are provisions in the Articles of Association prohibiting the making of loans to Directors or their respective close associates which are equivalent to the restrictions imposed by the Companies Ordinance.

(e) Financial assistance to purchase Shares

Subject to all applicable laws, the Company may give financial assistance to Directors and employees of the Company, its subsidiaries or any holding company or any subsidiary of such holding company in order that they may buy shares in the Company or any such subsidiary or holding company. Further, subject to all applicable laws, the Company may give financial assistance to a trustee for the acquisition of shares in the Company or shares in any such subsidiary or holding company to be held for the benefit of employees of the Company, its subsidiaries, any holding company of the Company or any subsidiary of any such holding company (including salaried Directors).

(f) Disclosure of interest in contracts with the Company or any of its subsidiaries

No Director or proposed Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided, nor shall any Director so contracting or being any member or so interested be liable to account to the Company for any profit so realised by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship thereby established, provided that such Director shall, if his interest in such contract or arrangement is material, declare the nature of his interest at the earliest meeting of the Board of Directors at which it is practicable for him to do so, either specifically or by way of a general notice stating that, by reason of the facts specified in the notice, he is to be regarded as interested in any contracts of a specified description which may be made by the Company.

A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Directors in respect of any contract or arrangement or any other proposal in which the Director or any of his close associates (or, if required by the Listing Rules, his other associates) has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

(i) the giving to such Director or any of his close associates of any security or indemnity in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;

(ii) the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his close associates has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

(iii) any proposal concerning an offer of shares, debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his close associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

(iv) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:

(A) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his close associates may benefit; or

(B) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their close associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his close associates, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

(v) any contract or arrangement in which the Director or any of his close associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

(g) Remuneration

The Directors shall be entitled to receive by way of remuneration for their services such sum as shall from time to time be determined by the Directors, or the Company in general meeting, as the case may be, such sum (unless otherwise directed by the resolution by which it is determined) to be divided amongst the Directors in such proportions and in such manner as they may agree, or failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division in proportion to the time during such period for which he has held office. Such remuneration shall be in addition to any other remuneration to which a Director who holds any salaried employment or office in the Company may be entitled by reason of such employment or office.

The Directors shall also be entitled to be paid all expenses, including travel expenses, reasonably incurred by them in or in connection with the performance of their duties as Directors including their expenses of travelling to and from board meetings, committee meetings or general meetings or otherwise incurred whilst engaged on the business of the Company or in the discharge of their duties as Directors.

The Directors may grant special remuneration to any Director who shall perform any special or extra services at the request of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by way of salary, commission or participation in profits or otherwise as may be agreed.

The remuneration of an executive Director or a Director appointed to any other office in the management of the Company shall from time to time be fixed by the Directors and may be by way of salary, commission or participation in profits or otherwise or by all or any of those modes and with such other benefits (including share option and/or pension and/or gratuity and/or other benefits on retirement) and allowances as the Directors may from time to time decide. Such remuneration shall be in addition to such remuneration as the recipient may be entitled to receive as a Director.

(h) Retirement, appointment and removal

The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next general meeting of the Company and shall then be eligible for re-election at that meeting, but shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation at such meeting.

The Company may by ordinary resolution remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in the Articles of Association or in any agreement between the Company and such Director (but without prejudice to any claim for compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment of office as a result of the termination of this appointment as Director). The Company may by ordinary resolution appoint another person in his place. Any Director so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

The Company may also by ordinary resolution elect any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. No person shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary of the Company notice in writing by a member of the Company (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

There is no shareholding qualification for Directors nor is there any specified age limit for Directors.

The office of a Director shall be vacated:

(i) if he resigns his office by notice in writing to the Company at its registered office or its principal office in Hong Kong;

(ii) if an order is made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and the Directors resolve that his office be vacated;

(iii) if, without leave, he is absent from meetings of the Directors (unless an alternate Director appointed by him attends) for 12 consecutive months, and the Directors resolve that his office be vacated;

(iv) if he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors generally;

(v) if he ceases to be or is prohibited from being a Director by law or by virtue of any provision in the Articles of Association;

(vi) if he is removed from office by notice in writing served upon him signed by not less than three-fourths in number (or, if that is not a round number, the nearest lower round number) of the Directors (including himself) for the time being then in office; or

(vii) if he shall be removed from office by an ordinary resolution of the members of the Company under the Articles of Association.

At every annual general meeting of the Company 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 by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

(i) Borrowing powers

The Directors may from time to time at their discretion exercise all the powers of the Company to raise or borrow or to secure the payment of any sum or sums of money for the purposes of the Company and to mortgage or charge its undertaking, property and assets (present and future) and uncalled capital or any part thereof.

(j) Proceedings of the Board

The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit in any part of the world. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

2.3 Alteration to constitutional documents

No alteration or amendment to the Memorandum or Articles of Association may be made except by special resolution.

2.4 Variation of rights of existing shares or classes of shares

If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Law, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting all the provisions of the Articles of Association relating to general meetings shall *mutatis mutandis* apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.

The special rights conferred upon the holders of shares of any class shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such shares, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

2.5 Alteration of capital

The Company may, from time to time, whether or not all the shares for the time being authorised shall have been issued and whether or not all the shares for the time being issued shall have been fully paid up, by ordinary resolution, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts as the resolution shall prescribe.

The Company may from time to time by ordinary resolution:

(a) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares. On any consolidation of fully paid shares and division into shares of larger amount, the Directors may settle any difficulty which may arise as they think expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Directors for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;

(b) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled subject to the provisions of the Companies Law; and

(c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies Law, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the Companies Law.

2.6 Special resolution – majority required

A "special resolution" is defined in the Articles of Association to have the meaning ascribed thereto in the Companies Law, for which purpose, the requisite majority shall be not less than three-fourths of the votes of such members of the Company as, being entitled to do so, vote in person or, in the case of corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which

notice specifying the intention to propose the resolution as a special resolution has been duly given and includes a special resolution approved in writing by all of the members of the Company entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of such members, and the effective date of the special resolution so adopted shall be the date on which the instrument or the last of such instruments (if more than one) is executed.

In contrast, an "ordinary resolution" is defined in the Articles of Association to mean a resolution passed by a simple majority of the votes of such members of the Company as, being entitled to do so, vote in person or, in the case of corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting held in accordance with the Articles of Association and includes an ordinary resolution approved in writing by all the members of the Company aforesaid.

2.7 Voting rights

Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register of members of the Company.

Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

In the case of joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.

A member of the Company in respect of whom an order has been made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs may vote by any person authorised in such circumstances to do so and such person may vote by proxy.

Save as expressly provided in the Articles of Association or as otherwise determined by the Directors, no person other than a member of the Company duly registered and who shall have paid all sums for the time being due from him payable to the Company in respect of his shares shall be entitled to be present or to vote (save as proxy for another member of the Company), or to be reckoned in a quorum, either personally or by proxy at any general meeting.

At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll save that the chairman of the meeting may allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.

If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its proxy(ies) or representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if it were an individual member of the Company holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands.

2.8 Annual general meetings and extraordinary general meetings

The Company shall hold a general meeting as its annual general meeting each year, within a period of not more than 15 months after the holding of the last preceding annual general meeting (or such longer period as the Stock Exchange may authorise). The annual general meeting shall be specified as such in the notices calling it.

The Board of Directors may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the paid up capital of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and signed by the requisitionist(s). If the Directors do not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors provided that any meeting so convened shall

not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to them by the Company.

2.9 Accounts and audit

The Directors shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions and otherwise in accordance with the Companies Law.

The Directors shall from time to time determine whether, and to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection by members of the Company (other than officers of the Company) and no such member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies Law or any other relevant law or regulation or as authorised by the Directors or by the Company in general meeting.

The Directors shall, commencing with the first annual general meeting, cause to be prepared and to be laid before the members of the Company at every annual general meeting a profit and loss account for the period, in the case of the first account, since the incorporation of the Company and, in any other case, since the preceding account, together with a balance sheet as at the date to which the profit and loss account is made up and a Director's report with respect to the profit or loss of the Company for the period covered by the profit and loss account and the state of the Company's affairs as at the end of such period, an auditor's report on such accounts and such other reports and accounts as may be required by law. Copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting, be sent in the manner in which notices may be served by the Company as provided in the Articles of Association to every member of the Company and every holder of debentures of the Company provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

2.10 Auditors

The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors.

2.11 Notice of meetings and business to be conducted thereat

An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the auditors and all members of the Company (other than those who, under the provisions of the Articles of Association or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company).

Notwithstanding that a meeting of the Company is called by shorter notice than that mentioned above, it shall be deemed to have been duly called if it is so agreed:

(a) in the case of a meeting called as an annual general meeting, by all members of the Company entitled to attend and vote thereat or their proxies; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.

If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place.

The Directors also have the power to provide in every notice calling a general meeting that in the event of a gale warning or a black rainstorm warning is in force at any time on the day of the general meeting (unless such warning is cancelled at least a minimum period of time prior to the general meeting as the Directors may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date. Where a general meeting is so postponed, the Company shall endeavour to cause a notice of such postponement to be placed on the Company's website and published on the Stock Exchange's website as soon as practicable, but failure to place or publish such notice shall not affect the automatic postponement of such meeting.

Where a general meeting is postponed:

(a) the Directors shall fix the date, time and place for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting; and such notice shall specify the date, time and place at which the postponed meeting will be reconvened and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and

(b) notice of the business to be transacted at the reconvened meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the reconvened meeting is the same as that set out in the notice of the original meeting circulated to the members of the Company.

2.12 Transfer of shares

Transfers of shares may be effected by an instrument of transfer in the usual common form or in such other form as the Directors may approve which is consistent with the standard form of transfer as prescribed by the Stock Exchange.

The instrument of transfer shall be executed by or on behalf of the transferor and, unless the Directors otherwise determine, the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members of the Company in respect thereof. All instruments of transfer shall be retained by the Company.

The Directors may refuse to register any transfer of any share which is not fully paid up or on which the Company has a lien. The Directors may also decline to register any transfer of any shares unless:

(a) the instrument of transfer is lodged with the Company accompanied by the certificate for the shares to which it relates (which shall upon the registration of the transfer be cancelled) and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;

(b) the instrument of transfer is in respect of only one class of shares;

(c) the instrument of transfer is properly stamped (in circumstances where stamping is required);

(d) in the case of a transfer to joint holders, the number of joint holders to whom the share is to be transferred does not exceed four;

(e) the shares concerned are free of any lien in favour of the Company; and

(f) a fee of such amount not exceeding the maximum amount as the Stock Exchange may from time to time determine to be payable (or such lesser sum as the Directors may from time to time require) is paid to the Company in respect thereof.

If the Directors refuse to register a transfer of any share they shall, within two months after the date on which the transfer was lodged with the Company, send to each of the transferor and the transferee notice of such refusal.

The registration of transfers may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Stock Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as provided in the Articles of Association or by advertisement published in the newspapers, be suspended and the register of members of the Company closed at such times for such periods as the Directors may from time to time determine, provided that the registration of transfers shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members of the Company may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year).

2.13 Power of the Company to purchase its own shares

The Company is empowered by the Companies Law and the Articles of Association to purchase its own shares subject to certain restrictions and the Directors may only exercise this power on behalf of the Company subject to the authority of its members in general meeting as to the manner in which they do so and to any applicable requirements imposed from time to time by the Stock Exchange and the Securities and Futures Commission of Hong Kong. Shares which have been repurchased will be treated as cancelled upon the repurchase.

2.14 Power of any subsidiary of the Company to own shares

There are no provisions in the Articles of Association relating to the ownership of shares by a subsidiary.

2.15 Dividends and other methods of distribution

Subject to the Companies Law and the Articles of Association, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Directors. No dividend may be declared or paid other than out of profits and reserves of the Company lawfully available for distribution, including share premium.

Unless and to the extent that the rights attached to any shares or the terms of issue thereof otherwise provide, all dividends shall (as regards any shares not fully paid throughout the period in respect of which the dividend is paid) be apportioned and paid pro rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid. For these purposes no amount paid up on a share in advance of calls shall be treated as paid up on the share.

The Directors may from time to time pay to the members of the Company such interim dividends as appear to the Directors to be justified by the profits of the Company. The Directors may also pay half-yearly or at other intervals to be selected by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits available for distribution justify the payment.

The Directors may retain any dividends or other monies payable on or in respect of a share upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. The Directors may also deduct from any dividend or other monies payable to any member of the Company all sums of money (if any) presently payable by him to the Company on account of calls, instalments or otherwise.

No dividend shall carry interest against the Company.

Whenever the Directors or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Directors may further resolve: (a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up on the basis that the shares so allotted are to be of the same class as the class already held by the allottee, provided that the members of the Company entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment; or (b) that the members of the Company entitled to such dividend will be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Directors may think fit on the basis that the shares so allotted are to be of the same class as the class already held by the allottee. The Company may upon the recommendation of the Directors by ordinary resolution resolve in respect of any one particular dividend of the Company that notwithstanding the foregoing a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid without offering any right to members of the Company to elect to receive such dividend in cash in lieu of such allotment.

Any dividend, interest or other sum payable in cash to a holder of shares may be paid by cheque or warrant sent through the post addressed to the registered address of the member of the Company entitled, or in the case of joint holders, to the registered address of the person whose name stands first in the register of members of the Company in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to

the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register of members of the Company in respect of such shares, and shall be sent at his or their risk and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered. Any one of two or more joint holders may give effectual receipts for any dividends or other monies payable or property distributable in respect of the shares held by such joint holders.

Any dividend unclaimed for six years from the date of declaration of such dividend may be forfeited by the Directors and shall revert to the Company.

The Directors may, with the sanction of the members of the Company in general meeting, direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind, and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, and where any difficulty arises in regard to such distribution the Directors may settle it as they think expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets and may determine that cash payments shall be made to any members of the Company upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

2.16 Proxies

Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person who must be an individual as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. A proxy need not be a member of the Company.

Instruments of proxy shall be in common form or in such other form as the Directors may from time to time approve provided that it shall enable a member to instruct his proxy to vote in favour of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the

meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates provided that the meeting was originally held within 12 months from such date.

The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney authorised in writing or if the appointor is a corporation either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

The instrument appointing a proxy and (if required by the Directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

2.17 Calls on shares and forfeiture of shares

The Directors may from time to time make calls upon the members of the Company in respect of any monies unpaid on their shares (whether on account of the nominal amount of the shares or by way of premium or otherwise) and not by the conditions of allotment thereof made payable at fixed times and each member of the Company shall (subject to the Company serving upon him at least 14 days' notice specifying the time and place of payment and to whom such payment shall be made) pay to the person at the time and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine. A person upon whom a call is made shall remain liable on such call notwithstanding the subsequent transfer of the shares in respect of which the call was made.

A call may be made payable either in one sum or by instalments and shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. The joint holders of a share shall be jointly and severally liable to pay all calls and instalments due in respect of such share or other monies due in respect thereof.

If a sum called in respect of a share shall not be paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 15% per annum, as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

If any call or instalment of a call remains unpaid on any share after the day appointed for payment thereof, the Directors may at any time during such time as any part thereof remains unpaid serve a notice on the holder of such shares requiring payment of so much of the call or instalment as is unpaid together with any interest which may be accrued and which may still accrue up to the date of actual payment.

The notice shall name a further day (not being less than 14 days from the date of service of the notice) on or before which, and the place where, the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made or instalment is unpaid will be liable to be forfeited.

If the requirements of such notice are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls or instalments and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends and bonuses declared in respect of the forfeited shares and not actually paid before the forfeiture. A forfeited share shall be deemed to be the property of the Company and may be re-allotted, sold or otherwise disposed of.

A person whose shares have been forfeited shall cease to be a member of the Company in respect of the forfeited shares but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which at the date of forfeiture were payable by him to the Company in respect of the shares, together with (if the Directors shall in their discretion so require) interest thereon at such rate not exceeding 15% per annum as the Directors may prescribe from the date of forfeiture until payment, and the Directors may enforce payment thereof without being under any obligation to make any allowance for the value of the shares forfeited, at the date of forfeiture.

2.18 Inspection of register of members

The register of members of the Company shall be kept in such manner as to show at all times the members of the Company for the time being and the shares respectively held by them. The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Stock Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as provided in the Articles of Association or by advertisement published in the newspapers, be closed

at such times and for such periods as the Directors may from time to time determine either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members of the Company may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year).

Any register of members kept in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Directors may impose) be open to inspection by any member of the Company without charge and by any other person on payment of a fee of such amount not exceeding the maximum amount as may from time to time be permitted under the Listing Rules as the Directors may determine for each inspection.

2.19 Quorum for meetings and separate class meetings

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the appointment, choice or election of a chairman which shall not be treated as part of the business of the meeting.

Two members of the Company present in person or by proxy shall be a quorum provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy.

A corporation being a member of the Company shall be deemed for the purpose of the Articles of Association to be present in person if represented by its duly authorised representative being the person appointed by resolution of the directors or other governing body of such corporation or by power of attorney to act as its representative at the relevant general meeting of the Company or at any relevant general meeting of any class of members of the Company.

The quorum for a separate general meeting of the holders of a separate class of shares of the Company is described in paragraph 2.4 above.

2.20 Rights of minorities in relation to fraud or oppression

There are no provisions in the Articles of Association concerning the rights of minority shareholders in relation to fraud or oppression.

2.21 Procedure on liquidation

If the Company shall be wound up, and the assets available for distribution amongst the members of the Company as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members of the Company in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. If in a winding up the assets available for distribution amongst the members of the Company shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members of the Company in proportion to the capital paid up at the commencement of the winding up on the shares held by them respectively. The foregoing is without prejudice to the rights of the holders of shares issued upon special terms and conditions.

If the Company shall be wound up, the liquidator may with the sanction of a special resolution of the Company and any other sanction required by the Companies Law, divide amongst the members of the Company in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members of the Company. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members of the Company as the liquidator, with the like sanction and subject to the Companies Law, shall think fit, but so that no member of the Company shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.

2.22 Untraceable members

The Company shall be entitled to sell any shares of a member of the Company or the shares to which a person is entitled by virtue of transmission on death or bankruptcy or operation of law if: (a) all cheques or warrants, not being less than three in number, for any sums payable in cash to the holder of such shares have remained uncashed for a period of 12 years; (b) the Company has not during that time or before the expiry of the three month period referred to in (d) below received any indication of the whereabouts or existence of the member; (c) during the 12 year period, at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed by the member; and (d) upon expiry of the 12 year period, the Company has caused an advertisement to be published in the newspapers or subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as provided in the Articles of Association, giving notice of its intention to sell such shares and a period of three months has elapsed since such

advertisement and the Stock Exchange has been notified of such intention. The net proceeds of any such sale shall belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former member for an amount equal to such net proceeds.

SUMMARY OF CAYMAN ISLANDS COMPANY LAW AND TAXATION

1 Introduction

The Companies Law is derived, to a large extent, from the older Companies Acts of England, although there are significant differences between the Companies Law and the current Companies Act of England. Set out below is a summary of certain provisions of the Companies Law, although this does not purport to contain all applicable qualifications and exceptions or to be a complete review of all matters of corporate law and taxation which may differ from equivalent provisions in jurisdictions with which interested parties may be more familiar.

2 Incorporation

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 28 August 2018 under the Companies Law. As such, its operations must be conducted mainly outside the Cayman Islands. The Company is required to file an annual return each year with the Registrar of Companies of the Cayman Islands and pay a fee which is based on the size of its authorized share capital.

3 Share Capital

The Companies Law permits a company to issue ordinary shares, preference shares, redeemable shares or any combination thereof.

The Companies Law provides that where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premia on those shares shall be transferred to an account called the "share premium account". At the option of a company, these provisions may not apply to premia on shares of that company allotted pursuant to any arrangement in consideration of the acquisition or cancellation of shares in any other company and issued at a premium. The Companies Law provides that the share premium account may be applied by a company, subject to the provisions, if any, of its memorandum and articles of association, in such manner as the company may from time to time determine including, but without limitation:

(a) paying distributions or dividends to members;

(b) paying up unissued shares of the company to be issued to members as fully paid bonus shares;

(c) in the redemption and repurchase of shares (subject to the provisions of section 37 of the Companies Law);

(d) writing-off the preliminary expenses of the company;

(e) writing-off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company; and

(f) providing for the premium payable on redemption or purchase of any shares or debentures of the company.

No distribution or dividend may be paid to members out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid the company will be able to pay its debts as they fall due in the ordinary course of business.

The Companies Law provides that, subject to confirmation by the Grand Court of the Cayman Islands, a company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, by special resolution reduce its share capital in any way.

Subject to the detailed provisions of the Companies Law, a company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, issue shares which are to be redeemed or are liable to be redeemed at the option of the company or a shareholder. In addition, such a company may, if authorised to do so by its articles of association, purchase its own shares, including any redeemable shares. The manner of such a purchase must be authorised either by the articles of association or by an ordinary resolution of the company. The articles of association may provide that the manner of purchase may be determined by the directors of the company. At no time may a company redeem or purchase its shares unless they are fully paid. A company may not redeem or purchase any of its shares if, as a result of the redemption or purchase, there would no longer be any member of the company holding shares. A payment out of capital by a company for the redemption or purchase of its own shares is not lawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business.

There is no statutory restriction in the Cayman Islands on the provision of financial assistance by a company for the purchase of, or subscription for, its own or its holding company's shares. Accordingly, a company may provide financial assistance if the directors of the company consider, in discharging their duties of care and to act in good faith, for a proper purpose and in the interests of the company, that such assistance can properly be given. Such assistance should be on an arm's-length basis.

4 Dividends and Distributions

With the exception of section 34 of the Companies Law, there are no statutory provisions relating to the payment of dividends. Based upon English case law which is likely to be persuasive in the Cayman Islands in this area, dividends may be paid only out of profits. In addition, section 34 of the Companies Law permits, subject to a solvency test and the provisions, if any, of the company's memorandum and articles of association, the payment of dividends and distributions out of the share premium account (see paragraph 3 above for details).

5 Shareholders' Suits

The Cayman Islands courts can be expected to follow English case law precedents. The rule in *Foss v. Harbottle* (and the exceptions thereto which permit a minority shareholder to commence a class action against or derivative actions in the name of the company to challenge (a) an act which is *ultra vires* the company or illegal, (b) an act which constitutes a fraud against the minority where the wrongdoers are themselves in control of the company, and (c) an action which requires a resolution with a qualified (or special) majority which has not been obtained) has been applied and followed by the courts in the Cayman Islands.

6 Protection of Minorities

In the case of a company (not being a bank) having a share capital divided into shares, the Grand Court of the Cayman Islands may, on the application of members holding not less than one-fifth of the shares of the company in issue, appoint an inspector to examine into the affairs of the company and to report thereon in such manner as the Grand Court shall direct.

Any shareholder of a company may petition the Grand Court of the Cayman Islands which may make a winding up order if the court is of the opinion that it is just and equitable that the company should be wound up.

Claims against a company by its shareholders must, as a general rule, be based on the general laws of contract or tort applicable in the Cayman Islands or their individual rights as shareholders as established by the company's memorandum and articles of association.

The English common law rule that the majority will not be permitted to commit a fraud on the minority has been applied and followed by the courts of the Cayman Islands.

7 Disposal of Assets

The Companies Law contains no specific restrictions on the powers of directors to dispose of assets of a company. As a matter of general law, in the exercise of those powers, the directors must discharge their duties of care and to act in good faith, for a proper purpose and in the interests of the company.

8 Accounting and Auditing Requirements

The Companies Law requires that a company shall cause to be kept proper books of account with respect to:

(a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchases of goods by the company; and

(c) the assets and liabilities of the company.

Proper books of account shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

9 Register of Members

An exempted company may, subject to the provisions of its articles of association, maintain its principal register of members and any branch registers at such locations, whether within or without the Cayman Islands, as its directors may from time to time think fit. There is no requirement under the Companies Law for an exempted company to make any returns of members to the Registrar of Companies of the Cayman Islands. The names and addresses of the members are, accordingly, not a matter of public record and are not available for public inspection.

10 Inspection of Books and Records

Members of a company will have no general right under the Companies Law to inspect or obtain copies of the register of members or corporate records of the company. They will, however, have such rights as may be set out in the company's articles of association.

11 Special Resolutions

The Companies Law provides that a resolution is a special resolution when it has been passed by a majority of at least two-thirds of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, except that a company may in its articles of association specify that the required majority shall be a number greater than two-thirds, and may additionally so provide that such majority (being not less than two-thirds) may differ as between matters required to be approved by a special resolution. Written resolutions signed by all the members entitled to vote for the time being of the company may take effect as special resolutions if this is authorized by the articles of association of the company.

12 Subsidiary Owning Shares in Parent

The Companies Law does not prohibit a Cayman Islands company acquiring and holding shares in its parent company provided its objects so permit. The directors of any subsidiary making such acquisition must discharge their duties of care and to act in good faith, for a proper purpose and in the interests of the subsidiary.

13 Mergers and Consolidations

The Companies Law permits mergers and consolidations between Cayman Islands companies and between Cayman Islands companies and non-Cayman Islands companies. For these purposes, (a) "merger" means the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such companies as the surviving company, and (b) "consolidation" means the combination of two or more constituent companies into a consolidated company and the vesting of the undertaking, property and liabilities of such companies to the consolidated company. In order to effect such a merger or consolidation, the directors of each constituent company must approve a written plan of merger or consolidation, which must then be authorised by (a) a special resolution of each constituent company and (b) such other authorization, if any, as may be specified in such constituent company's articles of association. The written plan of merger or consolidation must be filed with the Registrar of Companies of the Cayman Islands together with a declaration as to the solvency of the consolidated or surviving company, a list of the assets and liabilities of each constituent company and an undertaking that a copy of the certificate of merger or consolidation will be given to the members and creditors of each constituent company and that notification of the merger or consolidation will be published in the Cayman Islands Gazette. Dissenting shareholders have the right to be paid the fair value of their shares (which, if not agreed between the parties, will be determined by the Cayman Islands court) if they follow the required procedures, subject to certain exceptions. Court approval is not required for a merger or consolidation which is effected in compliance with these statutory procedures.

14 Reconstructions

There are statutory provisions which facilitate reconstructions and amalgamations approved by a majority in number representing 75% in value of shareholders or creditors, depending on the circumstances, as are present at a meeting called for such purpose and thereafter sanctioned by the Grand Court of the Cayman Islands. Whilst a dissenting shareholder would have the right to express to the Grand Court his view that the transaction for which approval is sought would not provide the shareholders with a fair value for their shares, the Grand Court is unlikely to disapprove the transaction on that ground alone in the absence of evidence of fraud or bad faith on behalf of management and if the transaction were approved and consummated the dissenting shareholder would have no rights comparable to the appraisal rights (i.e. the right to receive payment in cash for the judicially determined value of his shares) ordinarily available, for example, to dissenting shareholders of United States corporations.

15 Take-overs

Where an offer is made by a company for the shares of another company and, within four months of the offer, the holders of not less than 90% of the shares which are the subject of the offer accept, the offeror may at any time within two months after the expiration of the said four months, by notice require the dissenting shareholders to transfer their shares on the terms of the offer. A dissenting shareholder may apply to the Grand Court of the Cayman Islands within one month of the notice objecting to the transfer. The burden is on the dissenting shareholder to show that the Grand Court should exercise its discretion, which it will be unlikely to do unless there is evidence of fraud or bad faith or collusion as between the offeror and the holders of the shares who have accepted the offer as a means of unfairly forcing out minority shareholders.

16 Indemnification

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy (e.g. for purporting to provide indemnification against the consequences of committing a crime).

17 Liquidation

A company may be placed in liquidation compulsorily by an order of the court, or voluntarily (a) by a special resolution of its members if the company is solvent, or (b) by an ordinary resolution of its members if the company is insolvent. The liquidator's duties are to collect the assets of the company (including the amount (if any) due from the contributories (shareholders)), settle the list of creditors and discharge the company's liability to them, rateably if insufficient assets exist to discharge the liabilities in full, and to settle the list of contributories and divide the surplus assets (if any) amongst them in accordance with the rights attaching to the shares.

18 Stamp Duty on Transfers

No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands.

19 Taxation

Pursuant to section 6 of the Tax Concessions Law (2018 Revision) of the Cayman Islands, the Company may obtain an undertaking from the Financial Secretary of the Cayman Islands:

(a) that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciations shall apply to the Company or its operations; and

(b) in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable:

(i) on or in respect of the shares, debentures or other obligations of the Company; or

(ii) by way of the withholding in whole or in part of any relevant payment as defined in section 6(3) of the Tax Concessions Law (2018 Revision).

The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to the Company levied by the Government of the Cayman Islands save certain stamp duties which may be applicable, from time to time, on certain instruments executed in or brought within the jurisdiction of the Cayman Islands. The Cayman Islands are not party to any double tax treaties that are applicable to any payments made by or to the Company.

20 Exchange Control

There are no exchange control regulations or currency restrictions in the Cayman Islands.

21 General

Maples and Calder (Hong Kong) LLP, the Company's legal advisers on Cayman Islands law, have sent to the Company a letter of advice summarizing aspects of Cayman Islands company law. This letter, together with a copy of the Companies Law, is available for inspection as referred to in the section headed "Documents Delivered to the Registrar of Companies and Available for Inspection" in this prospectus. Any person wishing to have a detailed summary of Cayman Islands company law or advice on the differences between it and the laws of any jurisdiction with which he/she is more familiar is recommended to seek independent legal advice.

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of Our Company

Our Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Cayman Companies Law on August 28, 2018. Our registered office address is at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. As our Company is incorporated in the Cayman Islands, our operation is subject to the relevant laws and regulations of the Cayman Islands, the Articles and the Memorandum. A summary of the relevant laws and regulations of the Cayman Islands and of our constitution is set out in the section headed "Summary of the Constitution of our Company and Cayman Companies Law" in this prospectus.

Our Company was registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on September 25, 2020. Our principal place of business in Hong Kong is at Room No. 901, 9th Floor, Nan Fung Tower, 88 Connaught Road Central and 173 Des Voeux Road Central, Hong Kong. Mr. Donald Andrew Lung has been appointed as our authorized representative for the acceptance of service of process and notices in Hong Kong. The address of service of process is Room No. 901, 9th Floor, Nan Fung Tower, 88 Connaught Road Central and 173 Des Voeux Road Central, Hong Kong.

As of the date of this prospectus, our Company's head offices are located at Suites 1206-1209, Block B, Zhongshan SOHO Plaza, 1065 West Zhongshan Road, Changning District, Shanghai, PRC and Building 10, Life Science Industrial Park, 1 Yunhai Road, Lihai Town, Binhai New City, Shaoxing, Zhejiang Province, PRC.

2. Changes in the Share Capital of Our Company

As of the date of incorporation of our Company, our authorized share capital was US$50,000 divided into 50,000 ordinary shares with an initial par value of US$1.00 each.

On November 22, 2018, our Company underwent a re-designation of shares whereby our Company's authorized share capital of US$50,000 was amended by re-designation from 50,000 ordinary shares with a par value of US$1.00 each into (i) 461,034,170 Shares with a par value of US$0.0001 each and (ii) 38,965,830 Series A Preferred Shares with a par value of US$0.0001 each.

On February 4, 2019, our Company underwent another re-designation of shares whereby our Company's authorized share capital of US$50,000 was amended by re-designation from 461,034,170 Shares and 38,965,830 Series A Preferred Shares into (i) 392,621,694 Shares; (ii) 38,965,830 Series A Preferred Shares; and (iii) 68,412,476 Series B Preferred Shares.

On July 17, 2020, our Company underwent a further re-designation of shares whereby our Company's authorized share capital of US$50,000 was amended by re-designation from 392,621,694 Shares, 38,965,830 Series A Preferred Shares and 68,412,476 Series B Preferred Shares into (i) 360,775,840 Shares; (ii) 36,350,670 Series A Preferred Shares; (iii) 68,412,476 Series B Preferred Shares; (iv) 24,770,992 Series C-1 Preferred Shares; and (v) 9,690,022 Series C-2 Preferred Shares.

The following sets out the changes in the share capital of our Company during the two years immediately preceding the date of this prospectus:

(a) on November 22, 2018, our Company cancelled, re-classified and re-designated 50,000 ordinary shares with a par value of US$1.00 each.

(b) on November 22, 2018, our Company allotted and issued shares in the following manner:

(1) 80,000,000 Shares to Meiland;

(2) 10,000,000 Shares to Horsham Incentive Enterprise Limited;

(3) 5,000,000 Shares to Orcapurs Investment Limited;

(4) 5,000,000 Shares to Black Halo;

(5) 3,560,160 Shares to Grand Path Holdings Limited;

(6) 11,506,690 Series A Preferred Shares to Celgene China Holdings LLC;

(7) 17,755,230 Series A Preferred Shares to Qiming Venture Partners V, L.P.;

(8) 550,860 Series A Preferred Shares to Qiming Managing Directors Fund V, L.P.;

(9) 1,307,580 Series A Preferred Shares to Golden Sense Ventures Limited;

(10) 1,307,580 Series A Preferred Shares to Hongkong Tigermed Co., Limited;

(11) 2,615,160 Series A Preferred Shares to Shanghai Taiyi Venture Capital Partnership (上海泰沂創業投資合夥企業(有限合夥)); and

(12) 3,922,730 Series A Preferred Shares to Huagai Pharmaceutical & Healthcare Venture Capital (Wenzhou) Partnership (華蓋醫藥健康產業創業投資(溫州)合夥企業(有限合夥)).

(c) on February 4, 2019, our Company allotted and issued shares in the following manner:

(1) 31,355,718 Series B Preferred Shares to Active Ambience Limited;

(2) 28,505,198 Series B Preferred Shares to Begonia Investment Ltd.;

(3) 1,382,372 Series B Preferred Shares to Qiming Venture Partners V, L.P.;

(4) 42,888 Series B Preferred Shares to Qiming Managing Directors Fund V, L.P.;

(5) 2,280,416 Series B Preferred Shares to Celgene China Holdings LLC;

(6) 1,140,208 Series B Preferred Shares to WuXi PharmaTech Healthcare Fund I L.P.; and

(7) 855,156 Series B Preferred Shares to Golden Sense Ventures Limited.

(d) On February 28, 2019, our Company allotted and issued 2,850,520 Series B Preferred Shares to Taikang Kaitai Yunrong Biotech Fund I LP.

(e) On June 19, 2020, our Company allotted and issued shares in the following manner:

(1) 7,963,997 Shares to Meiland; and

(2) 497,750 Shares to Black Halo.

(f) On July 17, 2020, our Company repurchased and cancelled shares in the following manner:

(1) 5,000,000 Shares from Orcapurs Investment Limited;

(2) 2,074,861 Shares from Grand Path Holdings Limited; and

(3) 2,615,160 Series A Preferred Shares from Shanghai Taiyi Venture Capital Partnership (Limited Partnership) (上海泰沂創業投資合夥企業(有限合夥)).

(g) On July 17, 2020, our Company allotted and issued shares in the following manner:

(1) 1,094,111 Series C-1 Preferred Shares to Fidelity Investment Trust: Fidelity China Region Fund;

(2) 827,043 Series C-1 Preferred Shares to Fidelity Investment Trust: Fidelity Emerging Asia Fund;

(3) 365,844 Series C-1 Preferred Shares to Fidelity Advisor Series VIII: Fidelity Advisor Emerging Asia Fund;

(4) 3,120,030 Series C-1 Preferred Shares to Fidelity Investment Trust: Fidelity Series Emerging Markets Opportunities Fund – Health Care Sub;

(5) 52,151 Series C-1 Preferred Shares to Fidelity Investment Trust: Fidelity Total Emerging Markets Fund – Healthcare Subportfolio;

(6) 216,650 Series C-1 Preferred Shares to Fidelity Central Investment Portfolios LLC: Fidelity Emerging Markets Equity Central Fund – Health Care Sub;

(7) 78,624 Series C-1 Preferred Shares to Fidelity Emerging Markets Equity Multi-Asset Base Fund – Health Care;

(8) 570,081 Series C-1 Preferred Shares to FIAM Emerging Markets Opportunities Commingled Pool – Health Care Sub;

(9) 47,756 Series C-1 Preferred Shares to Fidelity Emerging Markets Opportunities Institutional Trust – Health Care;

(10) 5,188,762 Series C-1 Preferred Shares to Fidelity Investment Trust: Fidelity International Discovery Fund;

(11) 447,701 Series C-1 Preferred Shares to Fidelity Investment Trust: Fidelity Worldwide Fund – Non-US Equity Sub;

(12) 331,374 Series C-1 Preferred Shares to Fidelity International Discovery Commingled Pool;

(13) 45,369 Series C-1 Preferred Shares to Fidelity Investment Trust: Fidelity International Discovery K6 Fund;

(14) 30,666 Series C-1 Preferred Shares and 9,638 Series C-2 Preferred Shares to BlackRock Health Sciences Master Unit Trust;

(15) 1,189,858 Series C-1 Preferred Shares and 373,955 Series C-2 Preferred Shares to BlackRock Global Funds – World Healthscience Fund;

(16) 1,909,506 Series C-1 Preferred Shares and 600,131 Series C-2 Preferred Shares to BlackRock Health Sciences Trust II;

(17) 1,043,344 Series C-1 Preferred Shares and 327,908 Series C-2 Preferred Shares to High Cedar Direct Fund, L.P.;

(18) 4,173,374 Series C-1 Preferred Shares and 1,311,632 Series C-2 Preferred Shares to City-Scape Pte. Ltd.;

(19) 4,038,748 Series C-1 Preferred Shares and 1,269,321 Series C-2 Preferred Shares to SUM-II Holdings Limited;

(20) 3,432,552 Series C-2 Preferred Shares to CRF Investment Holdings Company Limited;

(21) 106,161 Series C-2 Preferred Shares to CDG Group Fund L.P.;

(22) 1,769,357 Series C-2 Preferred Shares to Supercluster Universe Limited;

(23) 343,222 Series C-2 Preferred Shares to Qiming Venture Partners V, L.P.;

(24) 10,649 Series C-2 Preferred Shares to Qiming Managing Directors Fund V, L.P.;

(25) 67,748 Series C-2 Preferred Shares to Mr. John F. Chin; and

(26) 67,748 Series C-2 Preferred Shares to Mr. Mark J. Alles.

(h) On August 18, 2020, Horsham Incentive Enterprise Limited surrendered 10,000,000 Shares to our Company for cancellation.

(i) On August 18, 2020, our Company allotted and issued shares in the following manner:

(1) 10,000,000 Shares to ATG Incentives Holding Limited; and

(2) 12,851,116 Shares to ATG Incentives Holding Plus Limited.

For details of our Company's authorized and issued share capital and consideration relating to the allotment of the Preferred Shares above, please refer to the sections headed "Share Capital — Authorized and Issued Share Capital" and "History, Reorganization and Corporate Structure — Pre-IPO Investments" in this prospectus.

For subsequent changes in our Company's share capital, see "— 4. Resolutions of our Shareholders" below.

Save as disclosed above, there has been no alternation in our share capital within the two years immediately preceding the date of this prospectus.

3. Changes in the Share Capital of Our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 1 to the Accountants' Report set out in Appendix I to this prospectus.

The following sets out the changes in the share capital of our subsidiaries within the two years immediately preceding the date of this prospectus:

Sea Quest

On June 23, 2020, the authorized share capital of Sea Quest increased from US$1.00 to US$50,000.00.

Antengene Zhejiang

On June 17, 2020, the registered capital of Antengene Zhejiang increased from approximately RMB14.25 million to RMB30 million.

On July 22, 2020, the registered capital of Antengene Zhejiang further increased from RMB30 million to RMB120 million.

Shanghai Antengene

On July 15, 2020, the registered capital of Shanghai Antengene increased from RMB1 million to RMB36 million.

Antengene Pharmaceuticals

On July 27, 2020, the registered capital of Antengene Pharmaceuticals increased from RMB10 million to RMB40 million.

Save as disclosed above, there has been no alteration in the share capital of any of the subsidiaries of our Company within the two years immediately preceding the date of this prospectus.

Save for the subsidiaries mentioned in the Accountants' Report set out in Appendix I to this prospectus, our Company has no other subsidiaries.

4. Resolutions of our Shareholders

Resolutions of our Shareholders were passed on August 18, 2020 pursuant to which, among others:

(a) conditional on (i) the Listing Committee granting the listing of, and permission to deal in, the Shares in issue and to be issued as to be stated in this prospectus and such listing and permission not subsequently having been revoked prior to the commencement of dealing in the Shares on the Stock Exchange; (ii) the Offer Price having been determined; (iii) the obligations of the Underwriters under the Underwriting Agreements becoming unconditional and not being terminated in accordance with the terms of the Underwriting Agreements or otherwise, in each case on or before such dates as may be specified in the Underwriting Agreements; and (iv) the Underwriting Agreements having been duly executed by the Underwriters and our Company:

(1) the Global Offering (including the Over-allotment Option) was approved, and the proposed allotment and issue of the Offer Shares under the Global Offering were approved, and the Directors were authorized to determine the Offer Price for, and to allot and issue the Offer Shares;

(2) a general unconditional mandate was given to our Directors to exercise all powers of our Company to allot, issue and deal with Shares or securities convertible into Shares and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which might require Shares to be allotted and issued or dealt with subject to the requirement that the aggregate nominal value of the Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued, otherwise than by way of the Global Offering, rights issue or pursuant to the exercise of any subscription rights attaching to any warrants which may be allotted and issued by the Company from time to time or, pursuant to the exercise of any options which may be granted under the Equity Incentive Plans or allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association on a specific authority granted by our Shareholders in general meeting, shall not exceed 20% of the aggregate nominal value of the Shares in issue immediately following completion of the Global Offering, excluding any Shares which may fall to be issued pursuant to the exercise of the Over-allotment Option;

(3) a general unconditional mandate (the "**Repurchase Mandate**") was given to our Directors to exercise all powers of our Company to repurchase on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, such number of Shares as will represent up to 10%

of the aggregate nominal value of the Shares in issue immediately following completion of the Global Offering, excluding any Shares which may fall to be issued pursuant to the exercise of the Over-allotment Option;

(4) the general unconditional mandate as mentioned in paragraph (2) above was extended by the addition to the aggregate nominal value of the Shares which may be allotted and issued or agreed to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the Shares repurchased by our Company pursuant to the mandate to purchase Shares referred to in paragraph (3) above up to 10% of the aggregate nominal value of the Shares in issue immediately following completion of the Global Offering, excluding any Shares which may fall to be issued pursuant to the exercise of the Over-allotment Option; and

(5) the acknowledgement by all the Preferred Shareholders of the agreed conversion number as applicable and the resolution not to exercise the right to further adjustment of conversion ratio.

Each of the general mandates referred to in paragraphs (a)(2), (a)(3) and (a)(4) above will remain in effect until whichever is the earliest of:

- the conclusion of the next annual general meeting of our Company;
- the expiration of the period within which the next annual general meeting of our Company is required to be held by any applicable law or the Articles of Association; or
- the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

Resolutions of our Shareholders were passed on November 5, 2020 pursuant to which, among others:

(a) conditional on the share premium account of our Company being credited as a result of the issue of the Offer Shares pursuant to the Global Offering, our Company will, on the Listing Date allot and issue a total of 257,022,322 Shares credited as fully paid at par to the holders of Shares whose names appear on the register of members of our Company on the day preceding the Listing Date in proportion to their then existing shareholdings in our Company (on the basis that each Preferred Share is converted into one Share) by capitalizing the relevant sum from the share premium account of our Company. The Shares allotted and issued pursuant to the above capitalization issue will rank *pari passu* in all respects with the existing issued Shares;

(b) the authorized share capital of our Company will be increased from US$50,000 divided into 500,000,000 ordinary shares with a par value of US$0.0001 each to US$200,000 divided into 2,000,000,000 ordinary shares with a par value of US$0.0001 each; and

(c) our Company conditionally approved and adopted the fifth amended and restated memorandum and articles of association with immediate effect and the Memorandum and the Articles with effect from the Listing.

5. Repurchase of Our Own Securities

The following paragraphs include, among others, certain information required by the Stock Exchange to be included in this prospectus concerning the repurchase of our own securities.

(a) Provision of the Listing Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(i) Shareholders' Approval

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction.

Pursuant to a resolution passed by our Shareholders on August 18, 2020, the Repurchase Mandate was given to our Directors authorizing them to exercise all powers of our Company to repurchase Shares on the Stock Exchange, or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, with a total nominal value up to 10% of the aggregate nominal value of our Shares in issue immediately following completion of the Global Offering (excluding any Shares which may be issued under the Over-allotment Option), with such mandate to expire at the earliest of (i) the conclusion of the next annual general meeting of our Company (unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions), (ii) the expiration of the period within which our Company's next annual general meeting is required by the Articles of Association or any other applicable laws to be held, and (iii) the date when it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

(ii) Source of Funds

Purchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and the Articles and the applicable laws and regulations of Hong Kong and the Cayman Islands. A listed company may not purchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. As a matter of Cayman Islands law, any purchases by the Company may be made out of profits or out of the proceeds of a new issue of shares made for the purpose of the purchase or from sums standing to the credit of our share premium account or out of capital, if so authorized by the Articles of Association and subject to the Cayman Companies Law. Any premium payable on the purchase over the par value of the shares to be purchased must have been provided for out of profits or from sums standing to the credit of our share premium account or out of capital, if so authorized by the Articles of Association and subject to the Cayman Companies Law.

(iii) Trading Restrictions

The total number of shares which a listed company may repurchase on the Stock Exchange is the number of shares representing up to 10% of the aggregate number of shares in issue. A company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange. The Listing Rules also prohibit a listed company from repurchasing its securities if the repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that the broker appointed by it to effect a repurchase of securities discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require.

(iv) Status of Repurchased Shares

The listing of all purchased securities (whether on the Stock Exchange or otherwise) is automatically cancelled and the relevant certificates must be cancelled and destroyed. Under the laws of the Cayman Islands, unless the Directors resolve to hold the shares purchased by our Company as treasury shares prior to the purchase, shares purchased by our Company shall be treated as cancelled and the

amount of our Company's issued share capital shall be diminished by the nominal value of those shares. However, the purchase of shares will not be taken as reducing the amount of the authorized share capital under Cayman Islands law.

(v) Suspension of Repurchase

A listed company may not make any repurchase of securities after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been made publicly available. In particular, during the period of one month immediately preceding the earlier of (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of a listed company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and (b) the deadline for publication of an announcement of a listed company's results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), the listed company may not repurchase its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

(vi) Reporting Requirements

Certain information relating to repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following Business Day. In addition, a listed company's annual report is required to disclose details regarding repurchases of securities made during the year, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such repurchases, where relevant, and the aggregate prices paid.

(vii) Core Connected Persons

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a "core connected person", that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or a close associate of any of them (as defined in the Listing Rules) and a core connected person shall not knowingly sell its securities to the company.

(b) Reasons for Repurchases

Our Directors believe that it is in the best interests of our Company and Shareholders for our Directors to have a general authority from the Shareholders to enable our Company to repurchase Shares in the market. Such repurchases may, depending on

market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where our Directors believe that such repurchases will benefit our Company and Shareholders.

(c) Funding of Repurchases

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. Our Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, our Directors may make repurchases with profits of our Company or out of a new issuance of shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Cayman Companies Law, out of capital and, in the case of any premium payable on the repurchase, out of profits of our Company or from sums standing to the credit of the share premium account of our Company or, if authorized by the Articles of Association and subject to Cayman Companies Law, out of capital.

However, our 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 our Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for our Company.

(d) General

The exercise in full of the Repurchase Mandate, on the basis of 668,198,144 Shares in issue immediately following completion of the Capitalization Issue and the Global Offering, but assuming the Over-allotment Option is not exercised, could accordingly result in up to 66,819,814 Shares being repurchased by our Company during the period prior to the earliest of:

- The conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions;

- the expiration of the period within which our Company's next annual general meeting is required by the Articles of Association or any other applicable laws to be held; or

- the date when it is varied or revoked by an ordinary resolution of the Shareholders in general meeting.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares to our Company.

Our 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 and the applicable laws in the Cayman Islands.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than 25% of the Shares then in issue could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be given other than in exceptional circumstances.

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

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by members of our Group within the two years immediately preceding the date of this prospectus which are or may be material:

(a) the Series B Preferred Share Purchase Agreement dated December 28, 2018 entered into among our Company, Dr. Mei, Antengene Corporation Co., Ltd. (德琪(浙江)醫藥科技有限公司), Antengene (BVI) Limited, Keith Valley Investment Limited, Antengene Corporation (Hong Kong) Limited (德琪控股有限公司), Antengene Therapeutics Limited, Shanghai Antengene Pharmaceutical Technology Co., Ltd. (上海德琪醫藥科技有限公司), Zhejiang Defu Biopharmaceutical Co., Ltd. (浙江德復生物醫藥科技有限公司), Meiland Pharma Tech Limited, Horsham Angel Investment Limited, Active Ambience Limited, Begonia Investment Ltd., Qiming Venture Partners V, L.P., Qiming Managing Directors Fund V, L.P., Celgene China Holdings LLC, WuXi PharmaTech Healthcare Fund I L.P., Golden Sense Ventures Limited and Taikang Kaitai Yunrong Biotech Fund I LP in relation to the sale and purchase of Series B Preferred Shares for an aggregate consideration of US$120,000,000;

(b) the Series C Preferred Share Purchase Agreement dated July 11, 2020 entered into among our Company, Antengene Corporation Co., Ltd. (德琪(浙江)醫藥科技有限公司), Antengene (BVI) Limited, Keith Valley Investment Limited, Antengene Corporation (Hong Kong) Limited (德琪控股有限公司), Antengene Therapeutics Limited, Shanghai Antengene Pharmaceutical Technology Co., Ltd. (上海德琪醫藥科技有限公司), Zhejiang Defu Biopharmaceutical Co., Ltd. (浙江德復生物醫藥科技有限公司), Antengene (AUS) PTY. LTD, Antengene Biotech LLC, Antengene Investment Limited, Zhejiang Antengene Pharmaceuticals Co., Ltd. (浙江德琪製藥有限公司), Antengene (Singapore) Pte. Ltd., Brighton Circle Limited, Sea Quest Limited, Antengene (Shanghai) Pharmaceutical Co., Ltd. (德琪醫藥(上海)有限公司), Dr. Mei, Meiland Pharma Tech Limited, Horsham Angel Investment Limited, Fidelity Investment Trust: Fidelity China Region Fund, Fidelity Investment Trust: Fidelity Emerging Asia Fund, Fidelity Advisor Series VIII: Fidelity Advisor Emerging Asia Fund, Fidelity Investment Trust: Fidelity Series Emerging Markets Opportunities Fund – Health Care Sub, Fidelity Investment Trust: Fidelity Total Emerging Markets Fund – Healthcare Subportfolio, Fidelity Central Investment Portfolios LLC: Fidelity Emerging Markets Equity Central Fund – Health Care Sub, Fidelity Emerging Markets Equity Multi-Asset Base Fund – Health Care, FIAM Emerging Markets Opportunities Commingled Pool – Health Care Sub, Fidelity Emerging Markets Opportunities Institutional Trust – Health Care, Fidelity Investment Trust: Fidelity International Discovery Fund, Fidelity Investment Trust: Fidelity Worldwide Fund – Non-US Equity Sub, Fidelity International Discovery Commingled Pool, Fidelity Investment Trust: Fidelity International Discovery K6 Fund, BlackRock Health Sciences Master Unit Trust, BlackRock Global Funds – World Healthscience Fund, BlackRock Health Sciences Trust II, High Cedar Direct Fund, L.P., City-Scape Pte. Ltd., SUM-II Holdings Limited, CRF Investment Holdings Company Limited, CDG Group Fund L.P., Supercluster Universe Limited, Qiming Venture Partners V, L.P., Qiming Managing Directors Fund V, L.P., Mr. John Francis Chin and Mr. Mark J. Alles in relation to the sale and purchase of Series C-1 Preferred Shares and Series C-2 Preferred Shares for an aggregate consideration of US$97,382,896;

(c) the second amended and restated shareholders agreement dated July 17, 2020 entered into among our Company, Antengene Corporation Co., Ltd. (德琪(浙江)醫藥科技有限公司), Horsham Angel Investment Limited, Meiland Pharma Tech Limited, Dr. Mei, Horsham Incentive Enterprise Limited, Black Halo Investment Limited, Grand Path Holdings Limited, Celgene China Holdings LLC, Qiming Venture Partners V, L.P., Qiming Managing Directors Fund V, L.P., Golden Sense Ventures Limited, Hongkong Tigermed Co., Limited, Huagai Pharmaceutical Health Industry Venture Capital (Wenzhou) Partnership (Limited Partnership) (華蓋醫藥健康產業創業投資(溫州)合夥企業(有限合夥)), Active Ambience Limited, Begonia Investment Ltd., WuXi PharmaTech Healthcare Fund I L.P., Taikang Kaitai (Cayman) Special Opportunity I, Fidelity Investment Trust: Fidelity China Region Fund, Fidelity Investment Trust: Fidelity Emerging Asia Fund, Fidelity Advisor Series VIII: Fidelity Advisor Emerging Asia Fund, Fidelity Investment Trust:

Fidelity Series Emerging Markets Opportunities Fund – Health Care Sub, Fidelity Investment Trust: Fidelity Total Emerging Markets Fund – Healthcare Subportfolio, Fidelity Central Investment Portfolios LLC: Fidelity Emerging Markets Equity Central Fund – Health Care Sub, Fidelity Emerging Markets Equity Multi-Asset Base Fund – Health Care, FIAM Emerging Markets Opportunities Commingled Pool – Health Care Sub, Fidelity Emerging Markets Opportunities Institutional Trust – Health Care, Fidelity Investment Trust: Fidelity International Discovery Fund, Fidelity Investment Trust: Fidelity Worldwide Fund – Non-US Equity Sub, Fidelity International Discovery Commingled Pool, Fidelity Investment Trust: Fidelity International Discovery K6 Fund, BlackRock Health Sciences Master Unit Trust, BlackRock Global Funds – World Healthscience Fund, BlackRock Health Sciences Trust II, High Cedar Direct Fund, L.P., City-Scape Pte. Ltd., SUM-II Holdings Limited, CRF Investment Holdings Company Limited, CDG Group Fund L.P., Supercluster Universe Limited, Mr. John Francis Chin and Mr. Mark J. Alles in relation to certain shareholder rights granted by our Company;

(d) the cornerstone investment agreement dated November 5, 2020 entered into between our Company, Fidelity Management & Research (Hong Kong) Limited, Goldman Sachs (Asia) L.L.C., J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited and J.P. Morgan Securities plc, details of which are included in the section headed "Cornerstone Investors" in this prospectus;

(e) the cornerstone investment agreement dated November 5, 2020 entered into between our Company, GIC Private Limited, Goldman Sachs (Asia) L.L.C., J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited and J.P. Morgan Securities plc, details of which are included in the section headed "Cornerstone Investors" in this prospectus;

(f) the cornerstone investment agreement dated November 5, 2020 entered into between our Company, BlackRock Global Funds – World Healthscience Fund, BlackRock Health Sciences Trust II, BlackRock Health Sciences Master Unit Trust, Goldman Sachs (Asia) L.L.C., J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited and J.P. Morgan Securities plc, details of which are included in the section headed "Cornerstone Investors" in this prospectus;

(g) the cornerstone investment agreement dated November 5, 2020 entered into between our Company, Boyu Capital Opportunities Master Fund, Goldman Sachs (Asia) L.L.C., J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited and J.P. Morgan Securities plc, details of which are included in the section headed "Cornerstone Investors" in this prospectus;

(h) the cornerstone investment agreement dated November 5, 2020 entered into between our Company, Cormorant Asset Management, LP, Goldman Sachs (Asia) L.L.C., J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited and J.P. Morgan Securities plc, details of which are included in the section headed "Cornerstone Investors" in this prospectus;

(i) the cornerstone investment agreement dated November 5, 2020 entered into between our Company, Gaoling Fund, L.P., YHG Investment, L.P., Goldman Sachs (Asia) L.L.C., J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited and J.P. Morgan Securities plc, details of which are included in the section headed "Cornerstone Investors" in this prospectus;

(j) the cornerstone investment agreement dated November 5, 2020 entered into between our Company, SCC Growth VI Holdco F, Ltd., Goldman Sachs (Asia) L.L.C., J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited and J.P. Morgan Securities plc, details of which are included in the section headed "Cornerstone Investors" in this prospectus;

(k) the cornerstone investment agreement dated November 5, 2020 entered into between our Company, CRF Investment Holdings Company Limited, Goldman Sachs (Asia) L.L.C., J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited and J.P. Morgan Securities plc, details of which are included in the section headed "Cornerstone Investors" in this prospectus;

(l) the cornerstone investment agreement dated November 5, 2020 entered into between our Company, Laurion Capital Master Fund, Ltd., Goldman Sachs (Asia) L.L.C., J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited and J.P. Morgan Securities plc, details of which are included in the section headed "Cornerstone Investors" in this prospectus;

(m) the cornerstone investment agreement dated November 5, 2020 entered into between our Company, Octagon Investments Master Fund LP, Goldman Sachs (Asia) L.L.C., J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited and J.P. Morgan Securities plc, details of which are included in the section headed "Cornerstone Investors" in this prospectus; and

(n) the Hong Kong Underwriting Agreement.

2. Intellectual Property Rights

(a) Trademarks

(i) Registered trademarks

As of the Latest Practicable Date, we had registered the following trademarks which we consider to be material to our Group's business:

No.	Trademark	Registered Owner
1.		Antengene Zhejiang
2.	ANTENGENE	Antengene Zhejiang
3.	德琪医药 ANTENGENE	Antengene Zhejiang
4.	ANTENGENE 德琪医药	Antengene Zhejiang

(b) Domain Names

As of the Latest Practicable Date, the followings were the key domain name registrations of our Group:

www.antengene.com

www.antengene.cn

(c) Patents Applications

For a discussion of the details of the material filed patent applications by our Company in connection with our clinical and pre-clinical products, please refer to the section headed "Business — Intellectual Property" in this prospectus.

Save as aforesaid, as of the Latest Practicable Date, there were no other trade or service marks, patents, intellectual or industrial property rights which were material in relation to our Group's business.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS

1. Particulars of Directors' Service Contracts and Appointment Letters

(a) Executive Directors

Each of our executive Directors has entered into a service contract with us under which the initial term of their service contracts shall be three years commencing from the date of their 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 into with us, none of our executive Directors will receive any remuneration as director's fee.

(b) Non-executive Directors

Each of our non-executive Directors has entered into a service contract with us under which the initial term of their service contract shall be three years commencing from the date of their 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 us, the non-executive Directors will receive no remuneration as Director's fee.

(c) Independent non-executive Directors

Each of our independent non-executive Directors has entered into an appointment letter with us effective from the Listing Date. The initial term of their appointment letters shall commence from the date of their appointment for a period of three years or until the third annual general meeting of our Company after the Listing Date, whichever is earlier (subject always to re-election as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than one month's prior notice in writing. Under these appointment letters, each of our independent non-executive Directors will receive an annual director's fee ranging from US$50,000 to US$100,000 commencing on the effective date of their appointment.

Details of our Company's remuneration policy is described in the section headed "Directors and Senior Management — Remuneration of Directors and Senior Management" in this prospectus.

2. Remuneration of Directors

(i) For the two years ended December 31, 2018 and 2019 and the six months ended June 30, 2020:

(a) the total amount of salaries, bonuses, allowances, benefits in kind and pension scheme contributions paid or payable by us to the Directors were approximately RMB2.7 million, RMB4.7 million and RMB2.4 million, respectively; and

(b) the total amount of share-based payment expenses paid or payable by us to the Directors were approximately nil, nil and RMB81.8 million, respectively.

(ii) The aggregate amount of emoluments which were paid by the Company to the five highest paid individuals of the Group who are neither Director nor chief executive of our Company for the two years ended December 31, 2018 and 2019 and the six months ended June 30, 2020 were approximately RMB3.2 million, RMB6.5 million and RMB4.1 million, respectively.

(iii) It is estimated that emoluments of approximately RMB10.0 million in aggregate will be paid to our Directors and proposed Directors in respect of the financial year ending December 31, 2020 under arrangements in force as of the date of this prospectus.

(iv) Under the arrangements currently in force, as of the Latest Practicable Date, none of our Directors had a service contract with the Company other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

3. Disclosure of Interests

(a) Interests and short positions of our Directors in the share capital of our Company and its associated corporations following completion of the Capitalization Issue and the Global Offering

Immediately following completion of the Capitalization Issue and the Global Offering (assuming the Over-allotment Option is not exercised), the interests and/or short positions (as applicable) of our Directors and chief executive in the Shares, underlying shares and debentures of our Company and its associated corporations, within the meaning of Part XV of the SFO, which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions (as applicable) which they are taken or deemed to have taken under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules ("**Model Code**"), will be as follows:

Name of Director or CEO	**Nature of interest**	**Number of Shares held immediately following Completion of the Capitalization Issue and the Global Offering[1]**	**Approximate percentage of interest in our Company immediately following Completion of the Capitalization Issue and the Global Offering[2]** *(%)*
Dr. Mei[3]	Interest in controlled corporation and beneficial interest	179,927,994	26.25
Mr. John F. Chin[4]	Beneficial interest	1,135,496	0.17
Mr. Liu[5]	Interest in controlled corporation and beneficial interest	13,395,500	1.95
Mr. Mark J. Alles[6]	Beneficial interest	735,496	0.11
Ms. Jing Qian[7]	Beneficial interest	20,000	0.00
Mr. Sheng Tang[8]	Beneficial interest	20,000	0.00

Notes:

(1) Assuming the conversion of the Preferred Shares into the Shares on a one-to-one basis has been completed prior to the Listing.

(2) The calculation is based on the total number of 668,198,144 Shares in issue immediately following completion of the Capitalization Issue and the Global Offering (assuming the Over-allotment Option is not exercised).

(3) Meiland will hold 175,927,994 Shares following completion of the Capitalization Issue and is wholly-owned by Horsham Angel. 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, Dr. Mei is deemed to be interested in the total number of Shares held by Meiland. In addition, Dr. Mei is entitled to acquire up to 4,000,000 Shares following completion of the Capitalization Issue pursuant to the Share Options granted to him, subject to the relevant conditions (including the vesting conditions) thereunder.

(4) Mr. John F. Chin directly holds 135,496 Shares following completion of the Capitalization Issue. In addition, Mr. John F. Chin is entitled to acquire up to 1,000,000 Shares following completion of the Capitalization Issue pursuant to the Share Options granted to him, subject to the relevant conditions (including the vesting conditions) thereunder.

(5) Black Halo will hold 10,995,500 Shares following completion of the Capitalization Issue and is wholly-owned by Mr. Liu. Accordingly, Mr. Liu is deemed to be interested in the total number of Shares held by Black Halo. In addition, Mr. Liu is entitled to acquire up to 2,400,000 Shares following completion of the Capitalization Issue pursuant to the Share Options granted to him, subject to the relevant conditions (including the vesting conditions) thereunder.

(6) Mr. Mark J. Alles directly holds 135,496 Shares following completion of the Capitalization Issue. In addition, Mr. Mark J. Alles is entitled to acquire up to 600,000 Shares following completion of the Capitalization Issue pursuant to the Share Options granted to him, subject to the relevant conditions (including the vesting conditions) thereunder.

(7) Ms. Jing Qian is entitled to acquire up to 20,000 Shares following completion of the Capitalization Issue pursuant to the Share Options granted to her, subject to the relevant conditions (including the vesting conditions) thereunder.

(8) Mr. Sheng Tang is entitled to acquire up to 20,000 Shares following completion of the Capitalization Issue pursuant to the Share Options granted to him, subject to the relevant conditions (including the vesting conditions) thereunder.

(b) Interests and short positions discloseable under Divisions 2 and 3 of Part XV of the SFO

For information on the persons who will, immediately following completion of the Capitalization Issue and the Global Offering, having or be deemed or taken to have beneficial interests or short position in our Shares or underlying shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or directly or indirectly be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group, please see the section headed "Substantial Shareholders" in this prospectus.

Save as set out above, as of the Latest Practicable Date, our Directors were not aware of any persons who would, immediately following completion of the Capitalization Issue and the Global Offering, be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group or had option in respect of such share capital.

4. Disclaimers

Save as disclosed in the sections headed "Directors and Senior Management", "Financial Information", "Underwriting", "Substantial Shareholders" and "Statutory and General Information — C. Further Information about Our Directors" in this prospectus:

(i) there are no existing or proposed service contracts (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between the Directors and any member of the Group;

(ii) none of the Directors or the experts named in the sub-section headed "E. Other Information — 4. Consents of Experts" in this section below has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this prospectus, acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group;

(iii) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any Shares in or debentures of our Company within the two years ended on the date of this prospectus;

(iv) none of the Directors is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of the Group taken as a whole;

(v) taking no account of any Shares which may be taken up under the Global Offering, so far as is known to any Director or chief executive of our Company, no other person (other than a Director or chief executive of our Company) will, immediately following completion of the Capitalization Issue and the Global Offering, have interests or short positions in the Shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or (not being a member of the Group), be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group; and

(vi) none of the Directors or chief executive of our Company has any interests or short positions in the Shares, underlying shares or debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered into the register referred to therein, or will be required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

D. EQUITY INCENTIVE PLANS

The following is a summary of the principal terms of the Equity Incentive Plans. The 2019 Equity Incentive Plan was adopted and approved by resolutions in writing by the Board on December 30, 2019 and amended by resolutions in writing by the Board on August 18, 2020. The 2020 Equity Incentive Plan was adopted and approved by resolutions in writing by the Board on August 18, 2020. The terms of the 2019 Equity Incentive Plan and the 2020 Equity Incentive Plan are substantially similar and are compliant with the provisions of Chapter 17 of the Listing Rules.

(a) Summary of terms

Purpose. The purpose of the Equity Incentive Plans is to enhance the long-term Shareholder value of our Company by offering opportunities to employees, Directors and officers of our Group to participate in and benefit from our Company's growth and success, and to secure and retain the services of eligible participants.

Eligible Participants. Any of the following persons shall be eligible to participate in the Equity Incentive Plans subject to the Board's approval:

1. any officer (whether or not a director) or employee of our Company or any of its subsidiaries;

2. any director of our Company or any of its subsidiaries; or

3. any individual consultant or advisor who renders or has rendered bona fide services to our Company or any of its subsidiaries, each subject to the approval of the Board.

Maximum Number of Shares. The maximum number of Shares underlying the Share Options shall not exceed 22,851,116 Shares (to be adjusted to 45,702,232 Shares upon completion of the Capitalization Issue), being no more than 10% of the Shares in issue immediately following completion of the Capitalization Issue and the Global Offering (assuming that the Over-allotment Option is not exercised). As of the Latest Practicable Date, 10,000,000 Shares (to be adjusted to 20,000,000 Shares upon completion of the Capitalization Issue) have been allotted and issued and are currently held by The Core Trust Company

Limited (the "**Trustee**") on trust through ATG Incentives Holding Limited ("**ATG Incentives**") and 12,851,116 Shares (to be adjusted to 25,702,232 Shares upon completion of the Capitalization Issue) have been allotted and issued and are currently held by the Trustee on trust through ATG Incentives Holding Plus Limited ("**ATG Incentives Plus**"), respectively, for further grant of Share Options under the Equity Incentive Plans. Each of ATG Incentives and ATG Incentives Plus is a special purpose vehicle managed by the Trustee established for the purpose of holding Shares for grant of Share Options pursuant to the Equity Incentive Plans.

Maximum Entitlement of a Participant. After the Listing, no Share Option shall be granted to any one person such that the total number of Shares subject to the Share Options and any other option over the Shares (including exercised, cancelled and outstanding options) granted and to be granted to such person in any 12-month period up to the date of the latest grant exceeds 1% of the Shares in issue from time to time, except with the approval of the Shareholders of the Company with such person and his close associates abstaining from voting.

Performance Target. The Share Options will be allocated and granted subject to the performance criteria as set forth at the sole discretion of the Board.

Exercise Price. The exercise price under each Share Option shall be set forth in the notice of grant. The Board may determine any further discount to the exercise price upon or after the grant of the option, provided that the exercise price in respect of any Share Option granted after the Listing shall be not less than the highest of: (i) the nominal value of the Shares; (ii) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the grant date of such Share Option (the "**Grant Date**"), which must be a business day; and (iii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Grant Date. The participant has the discretion to pay the exercise price by any combination of payment methods set forth in the Equity Incentive Plans. The tax withholding to be paid for the Shares shall be determined according to the provisions in the Equity Incentive Plans and applicable law.

Personal Economic Benefit. The Share Options are intended to confer only the economic benefits of the exercised Share Options on the participants and the Participants shall not be allowed to avail any other benefits (including but not limited to voting rights) connected with such exercised Share Options, which shall be solely exercised by an officer of our Company or such other person as the Board may determine.

Duration. Unless terminated sooner by the Administrator (as defined below), the Equity Incentive Plans will automatically terminate on the tenth anniversary of their respective effective date, after which no Share Option may be granted.

Administration. The Equity Incentive Plans shall be subject to the administration of the Trustee (the "**Administrator**") in accordance with the decisions and directions of the Board. Subject to any applicable laws, regulations and rules, the powers and obligations of the Administrator will be limited as set forth in a trust deed entered into between our Company and the Trustee.

Option Agreement and Notice of Grant. Each Share Option granted under the Equity Incentive Plans shall be evidenced by an option agreement and a notice of grant in the specified form between our Company and a participant. Subject to the terms of the Equity Incentive Plans and the terms of the form option agreement attached thereto, each Share Option may contain additional terms and conditions as the Board deems appropriate.

Options. The Equity Incentive Plans provide for award of options only. The CEO is entitled to make proposals ("**Management Proposals**") to the Board with respect to any and all matters as our Company deems necessary or desirable in connection with the Equity Incentive Plans or the option agreements, which shall be subject to the Board's further review and approval. Share Options may be granted only to those persons whom the Board determined to be eligible recipients based on the Management Proposals at the exercise price determined by the Board and subject to the performance criteria as set forth at the sole discretion of the Board. Each vested Share Option shall not be exercisable until the later of (i) the date such Share Option has vested in accordance with the terms of the Equity Incentive Plans or (ii) 30 days after the Listing, but shall be exercised no later than 90 days after such vested Share Option becomes exercisable (the "**Exercise Period**"). The participant must send a written notice of exercise in the specified form to our Company within the Exercise Period, setting forth the number of Shares with respect to which the Share Option is being exercised and accompanied by full payment for the Shares.

Vesting. Subject to other conditions set forth in the Equity Incentive Plans and the applicable option agreement, a participant's Share Option shall be vested according to the following schedule: (i) 30% of the Share Option shall be vested on the second anniversary of the Grant Date, (ii) 30% of the Share Option shall be vested on the third anniversary of the Grant Date, and (iii) the remaining 40% of the Share Option shall be vested on the fourth anniversary of the Grant Date. The Board may decide to accelerate the vesting schedule of Share Options at its sole discretion.

Capitalization Adjustment. In the event of a Capitalization Adjustment, the Board will appropriately and proportionately adjust: (i) the maximum number of securities subject to the Equity Incentive Plans, (ii) the number of securities subject to outstanding Share Options, and (iii) the exercise price, provided that any adjustment after the Listing shall be made on the basis that the proportion of the issued share capital of our Company to which a participant is entitled after such adjustment shall remain the same as that to which he was entitled to subscribe had he exercised all the Share Options held by him immediately before such adjustment. In respect of any such adjustment, an independent financial adviser or the auditors of our Company shall confirm in writing to the Board that such adjustment is fair and reasonable.

For the above purpose, a "Capitalization Adjustment" means any change that is made in, or other events that occur with respect to, the Shares subject to the Equity Incentive Plans or subject to any Share Option after the effective date without the receipt of consideration by our Company through merger, consolidation, reorganization, recapitalization, reincorporation, share dividend, dividend in property other than cash, large nonrecurring cash dividend, share split, reverse share split, liquidating dividend, combination of shares, exchange of shares,

change in corporate structure, reduction of share capital, rights issue or any similar equity restructuring transaction. Notwithstanding the foregoing, the conversion of any convertible securities of our Company will not be treated as a Capitalization Adjustment.

Death, Disability and Retirement. In the event of (i) death of a participant while in employment with our Company, (ii) separation of a participant from our Group due to disability while in employment or (iii) separation of a participant from his employment due to retirement, all vested Share Options shall stand vested and may be exercised by the participant or the participant's nominee or successor, as the case may be, immediately after, but in no event later than thirty days from the date of death, separation due to disability or retirement of such participant. The participant's unvested Share Options shall be automatically cancelled.

Abandonment or Termination of Employment. In the event of (i) abandonment of employment by a participant without the employer's consent or (ii) termination of employment of a participant for misconduct or material breach of the terms of employment with our Group, all Share Options (vested and unvested) granted to such participant which have not been exercised shall be automatically cancelled.

Right of Repurchase. In the event of (i) death of a participant while in employment with our Company, (ii) separation of a participant from our Company due to disability while in employment, (iii) separation of a participation from employment due to retirement, (iv) abandonment of employment by a participant without the employer's consent, (v) termination of employment of a participant for misconduct or material breach of terms of employment or (vi) separation of a participant from employment due to other reasons, our Company has the right to repurchase from the participant or its successor(s) all of exercised Share Options at the value of the Shares agreed by the Board and the participant or appraised by an independent qualified appraisal institution (the "**Fair Market Value**") or any other price pursuant to the terms of the Share Options Schemes.

Call right. In the event of the exercise of an Share Option upon a Trade Sale, our Company shall have a call right to purchase all or any portion of the Shares received by the participant from such exercise of the Share Option. The call right of our Company may be exercised by our Company by sending a written notice to the participant anytime upon and after such Trade Sale and no later than the Listing at the Fair Market Value.

For the above purpose, a "Trade Sale" means (i) a merger, consolidation, tender offer, take-over bid, arrangement or other business combination, in which more than 50% of our Company's voting power outstanding before such transaction is transferred; (ii) the issuance, sale, conveyance, exchange or transfer of the voting equity securities of our Company, after which the existing Shareholders do not retain at least a majority of the voting power of our Company; or (iii) a sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, of all or substantially all of the assets of our Company (or, if substantially all of the assets of our Company are held by one or more subsidiaries, the sale or disposition (whether by consolidation, merger, conversion or otherwise) of such subsidiaries, except where such sale, lease, transfer, exclusive license or

other disposition is made to our Company or one or more wholly-owned subsidiaries of our Company. Notwithstanding the foregoing, a Trade Sale will not include a sale of assets, merger or other transaction effected exclusively for the purpose of changing the domicile of our Company.

No Impairment of Rights. Suspension or termination of the Equity Incentive Plans will not impair rights and obligations under any Share Option granted while the respective Equity Incentive Plan is in effect except with the written consent of the affected participant or as otherwise permitted in the Equity Incentive Plans.

Restrictions on Transfer. No Share Option granted under the Equity Incentive Plans may be directly or indirectly sold, given, assigned, encumbered or otherwise disposed of by the participant except by will or by the laws of descent and distribution (and subject to all the same terms and conditions contained in the Equity Incentive Plans and option agreements). During the participant's lifetime, such Share Option may be exercised and such Shares acquired from the exercise of such Share Option may directly or indirectly be sold, given, assigned, encumbered or otherwise disposed of only by the participant or its permitted assignee or transferee as provided in the Equity Incentive Plans.

Amendment. The Board reserves the right to amend the Equity Incentive Plans in any respect the Board deems necessary or advisable, subject to the limitations, if any, of applicable law; provided, however, that except as otherwise expressly provided in the Equity Incentive Plans or an option agreement, no amendment of the Equity Incentive Plans will impair a participant's rights under an outstanding Share Option or Shares unless (i) our Company requests the consent of the affected participant, and (ii) such participant consents in writing. Notwithstanding the above, after the Listing, the Board may not amend the provisions of the Equity Incentive Plans relating to the matters set out in Rule 17.03 of the Listing Rules to the advantage of the participants or prospective participants except with the prior approval of Shareholders of the Company in general meeting.

(b) Outstanding Share Options granted under the Equity Incentive Plans

As of the Latest Practicable Date, Share Options to acquire an aggregate of 5,345,929 Shares (to be adjusted to 10,691,858 Shares upon completion of the Capitalization Issue), representing approximately 1.60% of our Shares in issue immediately following completion of the Capitalization Issue and the Global Offering (assuming that the Over-allotment Option is not exercised), are outstanding under the 2019 Equity Incentive Plan, and Share Options to acquire an aggregate of 8,220,160 Shares (to be adjusted to 16,440,320 Shares upon completion of the Capitalization Issue), representing approximately 2.46% of our Shares in issue immediately following completion of the Capitalization Issue and the Global Offering (assuming that the Over-allotment Option is not exercised), are outstanding under the 2020 Equity Incentive Plan. As of the Latest Practicable Date, none of the Share Options granted under the Equity Incentive Plans has been exercised.

We have applied for, and have been granted (i) a waiver from the Stock Exchange from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of an paragraph 27 of Appendix 1A to the Listing Rules and (ii) an exemption from the SFC from strict compliance with the disclosure requirements under paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance in connection with the information of the Share Options granted under the Equity Incentive Plans. For further details, please refer to the section headed "Waivers from Strict Compliance with the Listing Rules and Exemptions from Strict Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance — Waiver and Exemption in relation to the Equity Incentive Plans" in this prospectus.

The Share Options have been granted based on the performance, length of service and significance of the grantees who have made important contributions to and are important to the long-term growth and success of our Group. As of the Latest Practicable Date, the grantees under the Equity Incentive Plans include six Directors, one member of the senior management and 106 other employees of our Group. Details of the Share Options granted under the Equity Incentive Plans as of the Latest Practicable Date (assuming the Capitalization Issue had been completed) are set out below:

Name of grantee	**Position held with our Group**	**Address**	**Exercise Price** *(US$)*	**Number of Shares subject to the Share Options granted**	**Date of Grant**	**Vesting Period**	**Approximate percentage of shareholding immediately following completion of the Capitalization Issue and the Global Offering[(1)]** *(%)*
Directors and senior management of our Company							
Dr. Mei	Executive Director, Chairman of the Board and CEO	1373 Perry Circle North Wales Pennsylvania 19454 United States of America	0.92	4,000,000	August 23, 2020	Six months after the Listing	0.60

Name of grantee	Position held with our Group	Address	Exercise Price *(US$)*	Number of Shares subject to the Share Options granted	Date of Grant	Vesting Period	Approximate percentage of shareholding immediately following completion of the Capitalization Issue and the Global Offering[(1)] *(%)*
Mr. John F. Chin	Executive Director and CBO	11 Doefield Road Califon New Jersey 07830 United States of America	0.92	1,000,000	August 23, 2020	(i) 30% to be vested two years from the date of grant, (ii) 30% to be vested three years from the date of grant, and (iii) 40% to be vested four years from the date of grant	0.15
Mr. Liu	Executive Director and COO	Room 1101, Tower 9, Lane 1588 Chenxiang Road Jiading District Shanghai PRC	0.92	2,400,000	August 23, 2020, October 30, 2020	Six months after the Listing	0.36

Name of grantee	Position held with our Group	Address	Exercise Price *(US$)*	Number of Shares subject to the Share Options granted	Date of Grant	Vesting Period	Approximate percentage of shareholding immediately following completion of the Capitalization Issue and the Global Offering[(1)] *(%)*
Mr. Mark J. Alles	Independent non-executive Director	53 White Tail Drive Dallas Pennsylvania 18612 United States of America	0.92	600,000	August 23, 2020	(i) 30% to be vested two years from the date of grant, (ii) 30% to be vested three years from the date of grant, and (iii) 40% to be vested four years from the date of grant	0.09
Ms. Jing Qian	Independent non-executive Director	Room 504, No. 4, Lane 108 Shangcheng Road Pudong New District Shanghai PRC	0.92	20,000	August 23, 2020	(i) 30% to be vested two years from the date of grant, (ii) 30% to be vested three years from the date of grant, and (iii) 40% to be vested four years from the date of grant	0.00

Name of grantee	Position held with our Group	Address	Exercise Price *(US$)*	Number of Shares subject to the Share Options granted	Date of Grant	Vesting Period	Approximate percentage of shareholding immediately following completion of the Capitalization Issue and the Global Offering[(1)] *(%)*
Mr. Sheng Tang	Independent non-executive Director	Room 3203, Tower 6, Lane 1088 Pingxingguan Road Jing'an District Shanghai PRC	0.92	20,000	August 23, 2020	(i) 30% to be vested two years from the date of grant, (ii) 30% to be vested three years from the date of grant, and (iii) 40% to be vested four years from the date of grant	0.00
Mr. Donald Andrew Lung	CFO	Room 6A, Tower 4, Grand Panorama, 10 Robinson Road, Hong Kong	1.415	3,200,000	August 23, 2020	(i) 30% to be vested two years from the date of grant, (ii) 30% to be vested three years from the date of grant, and (iii) 40% to be vested four years from the date of grant	0.48
Subtotal:				11,240,000			1.68

Name of grantee	Position held with our Group	Address	Exercise Price *(US$)*	Number of Shares subject to the Share Options granted	Date of Grant	Vesting Period	Approximate percentage of shareholding immediately following completion of the Capitalization Issue and the Global Offering[(1)] *(%)*
Employees of our Group with Share Options to acquire more than 1,000,000 Shares							
Mr. Hui Xie	Medical Director	No. 17, Lane 358, Anshun Road, Changning District, Shanghai, PRC	0.877	1,466,362	November 1, 2019	(i) 15% to be vested upon Listing, (ii) 15% to be vested two years from the date of grant, (iii) 30% to be vested three years from the date of grant, and (iv) 40% to be vested four years from the date of grant	0.22
			0.92	600,000	August 23, 2020	(i) 30% to be vested two years from the date of grant, (ii) 30% to be vested three years from the date of grant, and (iii) 40% to be vested four years from the date of grant	0.09

Name of grantee	Position held with our Group	Address	Exercise Price *(US$)*	Number of Shares subject to the Share Options granted	Date of Grant	Vesting Period	Approximate percentage of shareholding immediately following completion of the Capitalization Issue and the Global Offering[(1)] *(%)*
Mr. Wei Qian	Director of Human Resources and Administration	Room 301, Building 9, Hongqiao Dashiguan, Lane 128, Songyuan Road, Changning District, Shanghai, PRC	0.877	2,017,052	November 1, 2019	(i) 15% to be vested upon Listing, (ii) 15% to be vested two years from the date of grant, (iii) 30% to be vested three years from the date of grant, and (iv) 40% to be vested four years from the date of grant	0.30
			0.92	200,000	August 23, 2020	(i) 30% to be vested two years from the date of grant, (ii) 30% to be vested three years from the date of grant, and (iii) 40% to be vested four years from the date of grant	0.03

Name of grantee	Position held with our Group	Address	Exercise Price *(US$)*	Number of Shares subject to the Share Options granted	Date of Grant	Vesting Period	Approximate percentage of shareholding immediately following completion of the Capitalization Issue and the Global Offering[(1)] *(%)*
Ms. Rui Guo	Assistant COO, Chief of Staff, Senior Director of Pipeline Strategy and Project Management	No. 4, Building 1, Lane 70, Guilin Road, Xuhui District, Shanghai, PRC	0.877	1,750,456	November 1, 2019	(i) 15% to be vested upon Listing, (ii) 15% to be vested two years from the date of grant, (iii) 30% to be vested three years from the date of grant, and (iv) 40% to be vested four years from the date of grant	0.26
			0.92	400,000	August 23, 2020	(i) 30% to be vested two years from the date of grant, (ii) 30% to be vested three years from the date of grant, and (iii) 40% to be vested four years from the date of grant	0.06

Name of grantee	Position held with our Group	Address	Exercise Price *(US$)*	Number of Shares subject to the Share Options granted	Date of Grant	Vesting Period	Approximate percentage of shareholding immediately following completion of the Capitalization Issue and the Global Offering[(1)] *(%)*
Dr. Yijun Yang	Corporate Vice President, Alliance Management and Clinical Enabling Functions	No. 230A, Jianguo West Road, Xuhui District, Shanghai, PRC	0.877	1,485,120	August 23, 2020	(i) 15% to be vested upon Listing, (ii) 15% to be vested two years from the date of grant, (iii) 30% to be vested three years from the date of grant, and (iv) 40% to be vested four years from the date of grant	0.22
			1.06	1,000,000	August 23, 2020	(i) 30% to be vested two years from the date of grant, (ii) 30% to be vested three years from the date of grant, and (iii) 40% to be vested four years from the date of grant	0.15

Name of grantee	Position held with our Group	Address	Exercise Price *(US$)*	Number of Shares subject to the Share Options granted	Date of Grant	Vesting Period	Approximate percentage of shareholding immediately following completion of the Capitalization Issue and the Global Offering[(1)] *(%)*
Dr. Bo Shan	Corporate Vice President, Discovery, Early Development and CMC	No. 3843, Pudong South Road, Pudong New District, Shanghai, PRC	0.877	1,020,000	November 1, 2019	(i) 15% to be vested upon Listing, (ii) 15% to be vested two years from the date of grant, (iii) 30% to be vested three years from the date of grant, and (iv) 40% to be vested four years from the date of grant	0.15
			1.06	600,000	August 23, 2020	(i) 30% to be vested two years from the date of grant, (ii) 30% to be vested three years from the date of grant, and (iii) 40% to be vested four years from the date of grant	0.09

Name of grantee	Position held with our Group	Address	Exercise Price *(US$)*	Number of Shares subject to the Share Options granted	Date of Grant	Vesting Period	Approximate percentage of shareholding immediately following completion of the Capitalization Issue and the Global Offering[(1)] *(%)*
Ms. Shimin Sun	Corporate Vice President, Head of Clinical Operations	No. 19, Taishan Yicun Unit, Putuo District, Shanghai, PRC	0.877	1,018,034	November 1, 2019	(i) 15% to be vested upon Listing, (ii) 15% to be vested two years from the date of grant, (iii) 30% to be vested three years from the date of grant, and (iv) 40% to be vested four years from the date of grant	0.16
			1.06	200,000	August 23, 2020	(i) 30% to be vested two years from the date of grant, (ii) 30% to be vested three years from the date of grant, and (iii) 40% to be vested four years from the date of grant	0.03
Subtotal:				11,757,024			1.76

Name of grantee	Position held with our Group	Address	Exercise Price *(US$)*	Number of Shares subject to the Share Options granted	Date of Grant	Vesting Period	Approximate percentage of shareholding immediately following completion of the Capitalization Issue and the Global Offering[(1)] *(%)*
100 other employees of our Group	–	–	0.877	881,154	November 1, 2019 – October 30, 2020	(i) 30% to be vested two years from the date of grant, (ii) 30% to be vested three years from the date of grant, and (iii) 40% to be vested four years from the date of grant	0.13
			0.92	362,000		(i) 30% to be vested two years from the date of grant, (ii) 30% to be vested three years from the date of grant, and (iii) 40% to be vested four years from the date of grant	0.05

Name of grantee	Position held with our Group	Address	Exercise Price *(US$)*	Number of Shares subject to the Share Options granted	Date of Grant	Vesting Period	Approximate percentage of shareholding immediately following completion of the Capitalization Issue and the Global Offering[(1)] *(%)*
			1.06	120,000		(i) 30% to be vested two years from the date of grant, (ii) 30% to be vested three years from the date of grant, and (iii) 40% to be vested four years from the date of grant	0.02
			1.205	962,000		(i) 30% to be vested two years from the date of grant, (ii) 30% to be vested three years from the date of grant, and (iii) 40% to be vested four years from the date of grant	0.14

Name of grantee	Position held with our Group	Address	Exercise Price *(US$)*	Number of Shares subject to the Share Options granted	Date of Grant	Vesting Period	Approximate percentage of shareholding immediately following completion of the Capitalization Issue and the Global Offering[(1)] *(%)*
			1.415	1,810,000		(i) 30% to be vested two years from the date of grant, (ii) 30% to be vested three years from the date of grant, and (iii) 40% to be vested four years from the date of grant	0.27
Subtotal:				4,135,154			0.62
Total:				27,132,178			4.06

Note:

1. *Approximate percentage of shareholding is calculated as the number of Shares subject to the Share Options granted to a grantee (assuming the Capitalization Issue had been completed) and divided by 668,198,144 Shares, being the total number of Shares in issue immediately upon completion of the Capitalization Issue and the Global Offering, but assuming the Over-allotment Option is not exercised.*

All the Shares subject to the Share Options have been allotted and issued and are held by the Trustee on trust through ATG Incentives and ATG Incentives Plus as of the Latest Practicable Date. Accordingly, if all the Share Options granted under the Equity Incentive Plans are exercised, there will not be any dilution effect on the shareholdings of our Shareholders nor any impact on the earnings per Share arising from the exercise of the outstanding Share Options.

An application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares held by the Trustee on trust through ATG Incentives and ATG Incentives Plus for the purpose of the Equity Incentive Plans.

E. OTHER INFORMATION

1. Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

2. Litigation

Save as disclosed in the section headed "Risk Factors" in this prospectus and so far as our Directors are aware, no litigation or claim of material importance is pending or threatened against any member of our Group.

3. Joint Sponsors

The Joint Sponsors have made an application on our behalf to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue (including the Shares or conversion of Preferred Shares) and to be issued pursuant to (i) the Global Offering and (ii) the Over-allotment Option.

The Joint Sponsors satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. Each of the Joint Sponsors will receive a fee of US$500,000 for acting as a sponsor for the Listing.

4. Consents of Experts

The following experts have each given and have not withdrawn their respective written consents to the issue of this prospectus with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

Name	Qualification
Goldman Sachs (Asia) L.L.C.	A licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
J.P. Morgan Securities (Far East) Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Ernst & Young	Certified Public Accountants
Zhong Lun Law Firm	Legal adviser to our Company as to PRC law
Maples and Calder (Hong Kong) LLP	Legal adviser to our Company as to Cayman Islands law
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Industry Consultant

As of the Latest Practicable Date, none of the experts named above had any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

5. Binding Effect

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

6. Bilingual Prospectus

The English language and Chinese language versions of this prospectus are being published separately in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

7. Preliminary expenses

We have not incurred any material preliminary expense.

8. Other Disclaimers

(a) Save as disclosed in the sections headed "Financial Information" and "Underwriting" in this prospectus, within the two years immediately preceding the date of this prospectus:

(i) no share or loan capital or debenture of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be issued for cash or as fully or partly paid other than in cash or otherwise;

(ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option; and

(iii) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries.

(b) Save as disclosed in the sections headed "Financial Information", "Underwriting" and "Risk Factors" in this prospectus:

(i) there are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries;

(ii) no share or loan capital or debenture of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option; and

(iii) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of its subsidiaries by our Company for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of our Company or any of our subsidiaries.

(c) Save as disclosed in the sub-section headed "B. Further Information about our Business — 1. Summary of Material Contracts" in this section, none of our Directors or proposed Directors or experts (as named in this prospectus), have any interest, direct or indirect, in any assets which have been, within the two years immediately preceding the date of this prospectus, acquired or disposed of by or leased to, any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group.

(d) We do not have any promoters. No cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the Global Offering and the related transactions described in this prospectus within the two years immediately preceding the date of this prospectus.

(e) There is no restriction affecting the remittance of profits or repatriation of capital of our Company into Hong Kong from outside Hong Kong.

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

The documents attached to the copy of this prospectus and delivered to the Registrar of Companies in Hong Kong for registration were (i) a copy of the **GREEN** Application Form; (ii) the written consents referred to in the section headed "Statutory and General Information — E. Other Information — 4. Consents of Experts" in this prospectus; and (iii) copies of each of the material contracts referred to in the section headed "Statutory and General Information — B. Further Information about our Business — 1. Summary of Material Contracts" in this prospectus.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the office of Davis Polk & Wardwell at The Hong Kong Club Building, 3A Chater Road, Central, Hong Kong, during normal business hours up to and including the date which is 14 days from the date of this prospectus:

(a) the Memorandum and the Articles;

(b) the Cayman Companies Law;

(c) the Accountants' Report and the condensed consolidated financial statements of our Group prepared by Ernst & Young, the texts of which are set out in Appendix I to this prospectus;

(d) the audited consolidated financial statements of our Company for the two financial years ended December 31, 2018 and 2019 and the audited condensed financial information for the six months ended June 30, 2020;

(e) the report from Ernst & Young relating to the unaudited pro forma financial information of our Group, the text of which is set out in Appendix II to this prospectus;

(f) the PRC legal opinions issued by Zhong Lun Law Firm, our PRC Legal Adviser in respect of certain general corporate matters and property interests of our Group;

(g) the letter of advice prepared by Maples and Calder (Hong Kong) LLP, our legal adviser on Cayman Islands law, summarizing certain aspects of the Cayman Companies Law referred to in Appendix III to this prospectus;

(h) the industry report prepared by Frost & Sullivan referred to in the section headed "Industry Overview" in this prospectus;

(i) the material contracts referred to in the section headed "Statutory and General Information — B. Further Information about Our Business — 1. Summary of Material Contracts" in this prospectus;

(j) the service contracts and the appointment letters with our Directors referred to in the section headed "Statutory and General Information — C. Further Information about our Directors — 1. Particulars of Directors' Service Contracts and Appointment Letters" in this prospectus;

(k) the written consents referred to in the section headed "Statutory and General Information — E. Other Information — 4. Consents of Experts" in this prospectus;

(l) the terms of the 2019 Equity Incentive Plan;

(m) the terms of the 2020 Equity Incentive Plan; and

(n) the list of grantees under each of the 2019 Equity Incentive Plan and the 2020 Equity Incentive Plan.

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