
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Antengene Corporation Limited**, you should at once hand this supplemental circular and the accompanying revised form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ANTENGENE

— 德琪医药 —

Antengene Corporation Limited

德琪醫藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6996)

SUPPLEMENTAL CIRCULAR
PROPOSED ELECTION OF EXECUTIVE DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This Supplemental Circular should be read together with the circular of the Company dated April 23, 2021. The letter from the Board is set out on pages 1 to 5 of this Supplemental Circular.

A supplemental notice convening the Annual General Meeting (“AGM”) of **Antengene Corporation Limited** to be held at Suites 1206-1209, Block B, Zhongshan SOHO Plaza, 1065 West Zhongshan Road, Changning District, Shanghai, PRC on Friday, June 18, 2021 at 10:30 a.m. is set out on pages 6 to 7 of this Supplemental Circular.

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

June 2, 2021

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LETTER FROM THE BOARD



ANTENGENE
— 德琪医药 —

Antengene Corporation Limited 德琪醫藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6996)

Executive Directors:

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

Mr. John F. Chin

Mr. Yiteng Liu

Registered Office:

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Non-executive Directors:

Mr. Yanling Cao

Mr. Zhen Li

Dr. Kan Chen

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

Independent Non-executive Directors:

Mr. Mark J. Alles

Ms. Jing Qian

Mr. Sheng Tang

June 2, 2021

To the Shareholders

Dear Sir or Madam,

PROPOSED ELECTION OF EXECUTIVE DIRECTORS AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

Reference is made to the circular (the “**Original AGM Circular**”) and notice (the “**Original AGM Notice**”) of the AGM of the Company dated April 23, 2021, and the announcement (the “**Announcement**”) of the Company dated May 28, 2021 in relation to, among other things, nomination of executive Directors of the Company. Unless otherwise defined herein, capitalized terms used herein shall have the same meaning as defined in the Original AGM Circular, Original AGM Notice and the Announcement.

LETTER FROM THE BOARD

The purpose of this supplemental circular (the “**Supplemental Circular**”) of the AGM is to provide you with the information regarding the proposed election of executive Directors in order to allow you to make an informed decision on voting in respect of the supplemental resolutions to be proposed at the AGM. This Supplemental Circular should be read in conjunction with the Original AGM Circular.

2. PROPOSED ELECTION OF EXECUTIVE DIRECTORS

As disclosed in the Announcement, upon the recommendation of the nomination committee of the Company (the “**Nomination Committee**”), the Board wishes to nominate Dr. Kevin Patrick Lynch (“**Dr. Lynch**”) and Mr. Donald Andrew Lung (“**Mr. Lung**”) as executive Director candidates of the Board to be considered and approved by the Shareholders at the AGM.

The Nomination Committee has reviewed the qualifications, skills and experience of Dr. Lynch and considered that Dr. Lynch is an industry veteran with almost 30 years of experience in clinical development and medical affairs across multiple countries and regions, and would recommend to the Board to consider his proposed appointment as an executive Director to succeed the vacancy created by Mr. Yiteng Liu upon his retirement at the AGM.

The Nomination Committee has also reviewed the qualifications, skills and experience of Mr. Lung and considered that Mr. Lung has over 16 years of experience in investment banking, international capital markets and investing, and would recommend to the Board for considering his proposed appointment as an executive Director to succeed the vacancy created by Mr. Zhen Li upon his retirement at the AGM.

The biographical details of Dr. Lynch and Mr. Lung are as follows:

Dr. Kevin Patrick Lynch, M.D., aged 56, was appointed as the chief medical officer of the Company on March 26, 2021.

Dr. Lynch has almost 30 years of experience in research and development in the pharmaceutical industry and a strong track record in clinical development and medical affairs. He was a vice President at Celgene where he led the clinical development and medical affairs in multiple countries and regions. Before that, he was the Medical Director of Oncology at Novartis Pharmaceuticals Australia. Dr. Lynch has closely involved in early to late clinical development of multiple transformational cancer therapies, including Glivec[®], Tasigna[®], Zometa[®], Femara[®], Revlimid[®], Pomalyst[®], and Vidaza[®].

Dr. Lynch is an Australian-trained physician. He earned his Bachelor of Medicine and Bachelor of Surgery degree at the University of Tasmania in 1988, Diploma in pharmaceutical medicine in 1996 and Membership of the Faculty of Pharmaceutical Medicine by thesis on the development of cytostatic agents in cancer and gained his Fellowship in 2004. He has published widely, co-authoring more than 100 journal articles and conference abstracts.

LETTER FROM THE BOARD

As at the latest practicable date of this Supplemental Circular (May 28, 2021), Dr. Lynch is deemed to be interested in 320,000 underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Donald Andrew Lung, J.D., MBA, aged 39, was appointed as the chief financial officer of the Company 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.

As at the latest practicable date of this Supplemental Circular (May 28, 2021), Mr. Lung is deemed to be interested in 3,500,000 underlying shares of the Company within the meaning of Part XV of the SFO.

Each of Dr. Lynch and Mr. Lung will enter into a service contract with the Company which the initial term of the service contract shall be three years commencing from the date of appointment until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than two months' prior notice. Pursuant to the service contracts entered into with the Company, none of the executive Directors will receive any remuneration as Director's fee.

Save as disclosed above, each of Dr. Lynch and Mr. Lung does not hold any other position with the Company or its subsidiaries, has not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and does not have other major appointments and professional qualifications.

Save as disclosed above, to the best knowledge of the Company, each of Dr. Lynch and Mr. Lung does not have any relationship with any other director, senior management, substantial shareholder or controlling shareholder of the Company, and does not have any interests in the shares of the Company within the meaning of Part XV of the SFO as at the latest practicable date of this Supplemental Circular (May 28, 2021).

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters relating to the proposed appointments of Dr. Lynch and Mr. Lung that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

3. AGM AND PROXY ARRANGEMENT

The AGM will be held as originally scheduled at Suites 1206-1209, Block B, Zhongshan SOHO Plaza, 1065 West Zhongshan Road, Changning District, Shanghai, PRC on Friday, June 18, 2021 at 10:30 a.m. to approve, among other things, the proposed election of executive Directors by way of ordinary resolutions. The supplemental notice of the AGM (the “**Supplemental Notice**”) is set out on pages 6 to 7 of this Supplemental Circular.

As a result of the additional resolutions proposed subsequent to the despatch of the Original AGM Notice, the Original AGM Notice and the original form of proxy (the “**Original Form of Proxy**”) sent together with the Original AGM Circular does not contain the additional resolutions proposed as set out in this Supplemental Circular. In this connection, a revised form of proxy for use at the AGM (the “**Revised Form of Proxy**”) is enclosed with this Supplemental Circular.

If a Shareholder has not yet returned the Original Form of Proxy in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM on his/her behalf, he/she is required to submit the Revised Form of Proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.

If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:

- (1) if no Revised Form of Proxy is returned by the Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the AGM, including the supplementary resolutions as set out in the Supplemental Notice.
- (2) if the Revised Form of Proxy is returned by the Shareholder not less than 48 hours before the time appointed for the AGM, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed.
- (3) if the Revised Form of Proxy is returned by the Shareholder after the closing time as set out in the Supplemental Notice, the Revised Form of Proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the AGM, including the supplementary resolutions as set out in the Supplemental Notice.

LETTER FROM THE BOARD

The Revised Form of Proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (www.antengene.com). To be valid, the Revised Form of Proxy must be completed and signed in accordance with the instructions stated thereon and deposited, together with any authority under which it is executed or a copy of the authority certified notarially, at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM or the adjourned meeting (as the case may be). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

4. RECOMMENDATION

The Board considers that the proposed election of Dr. Lynch and Mr. Lung as executive Directors are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

5. RESPONSIBILITY STATEMENT

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

Shareholders are advised to read this Supplemental Circular together with the Original AGM Circular for information relating to the voting arrangement.

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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



ANTENGENE
— 德琪医药 —

Antengene Corporation Limited 德琪醫藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6996)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular (the “Original AGM Circular”) and the notice (the “Original AGM Notice”) of the annual general meeting (the “AGM”) of Antengene Corporation Limited (the “Company”) dated April 23, 2021, which set out the details of the resolutions to be proposed at the AGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the AGM will be held as originally scheduled at Suites 1206-1209, Block B, Zhongshan SOHO Plaza, 1065 West Zhongshan Road, Changning District, Shanghai, PRC on Friday, June 18, 2021 at 10:30 a.m. to consider and, if thought fit, approve the following resolutions as ordinary resolutions in addition to the resolutions set out in the Original AGM Notice:

ORDINARY RESOLUTIONS

7. (i) To appoint Dr. Kevin Patrick Lynch as an executive Director.
- (ii) To appoint Mr. Donald Andrew Lung as an executive Director.

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

Hong Kong, June 2, 2021

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Details of the above resolutions are set out in the supplemental circular of the Company dated June 2, 2021.
2. As a result of the additional resolutions proposed subsequent to the despatch of the Original AGM Notice, the Original AGM Notice and the original form of proxy (the “Original Form of Proxy”) sent together with the Original AGM Circular does not contain the additional resolutions proposed as set out in this supplemental notice. In this connection, a revised form of proxy (the “Revised Form of Proxy”) for the AGM is enclosed with this supplemental notice.
3. If a shareholder has not yet returned the Original Form of Proxy in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM on his/her behalf, he/she is required to submit the Revised Form of Proxy. In this case, the shareholder shall not submit the Original Form of Proxy.
4. If a shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
 - (1) if no Revised Form of Proxy is returned by the shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the AGM, including the supplementary resolutions as set out in the supplemental notice.
 - (2) if the Revised Form of Proxy is returned by the shareholder not less than 48 hours before the time appointed for the AGM, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed.
 - (3) if the Revised Form of Proxy is returned by the shareholder after the closing time as set out in this supplemental notice, the Revised Form of Proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the AGM, including the supplementary resolutions as set out in the supplemental notice.
5. The Revised Form of Proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (www.antengene.com). To be valid, the Revised Form of Proxy must be completed and signed in accordance with the instructions stated thereon and deposited, together with any authority under which it is executed or a copy of the authority certified notarially, at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM or the adjourned meeting (as the case may be). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

As at the date of this supplemental notice, the board of Directors of the Company comprises Dr. Jay Mei, Mr. John F. Chin and Mr. Yiteng Liu as executive Directors; Mr. Yanling Cao, Mr. Zhen Li and Dr. Kan Chen as non-executive Directors; and Mr. Mark J. Alles, Ms. Jing Qian and Mr. Sheng Tang as independent non-executive Directors.