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## **Antengene Corporation Limited**

**德琪醫藥有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6996)**

### **PROPOSED GRANT OF RSUs AND ISSUE OF NEW SHARES UNDER 2022 GENERAL MANDATE PURSUANT TO THE 2022 RSU SCHEME**

#### **EXISTING SHARES AWARD**

On 22 September 2022, the Board has resolved to approve the Existing Shares Award pursuant to the terms of the 2022 RSU Scheme to the Existing Shares Awardees, subject to their acceptance. This involves the proposed grant of a total of 4,460,000 RSUs (representing 4,460,000 underlying Awarded Shares being existing Shares) on the Grant Date to 7 Existing Shares Awardees, all of whom are Directors.

#### **NEW SHARES AWARD AND ISSUE OF NEW SHARES UNDER 2022 GENERAL MANDATE**

On 22 September 2022, the Board has resolved to approve the New Shares Award under the 2022 General Mandate pursuant to the terms of the 2022 RSU Scheme to the New Shares Awardees, subject to their acceptance. This involves the proposed grant of a total of 13,960,600 RSUs (representing 13,960,600 Awarded Shares being new Shares) on the Grant Date to 363 New Shares Awardees, who are employees of the Group. None of the 363 New Shares Awardees are connected persons of the Company.

New Shares shall be allotted and issued pursuant to the 2022 General Mandate to the Trustee in accordance with the terms of the 2022 RSU Scheme in order to satisfy the RSUs granted to the New Shares Awardees.

## LISTING RULES IMPLICATIONS

In respect of the Existing Shares Award, since all of the Existing Shares Awardees are connected persons of the Company by virtue of being a director, chief executive or substantial shareholder or member(s) of the Group, each of the grant of the Existing Shares Award constitutes a connected transactions of the Company under Chapter 14A of the Listing Rules. However, each of such grant is either exempted under Rule 14A.95 of the Listing Rules or a *de minimis* transaction, and is therefore fully exempt from independent shareholders' approval, annual review and all disclosure requirements.

In respect of the New Shares Award, none of the New Share Awardees is a connected person of the Company and none of the New Share Awardees is a director, chief executive or substantial shareholder of the Company, or an associate (as defined in the Listing Rules) of any of them.

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of approval for the listing of, and permission to deal in, the 13,960,600 new Shares to be allotted and issued.

## EXISTING SHARES AWARD

On 22 September 2022, the Board has resolved to approve the Existing Shares Award pursuant to the terms of the 2022 RSU Scheme to the Existing Shares Awardees, subject to their acceptance. This involves the proposed grant of a total of 4,460,000 RSUs (representing 4,460,000 underlying Awarded Shares being existing Shares) on the Grant Date to 7 Existing Shares Awardees, all of whom are Directors.

Details of the Existing Share Awardees are as follows:

Name of the Existing Share Awardee	Relationship with the Company	Number of RSUs granted
Dr. Jay Mei	Executive Director , Chief Executive Officer	3,000,000
Mr. Donald A. Lung	Executive Director , Chief Financial Officer	500,000
Dr. Kevin P. Lynch	Executive Director , Chief Medical Officer	500,000
Mr. John F. Chin	Executive Director , Chief Business Officer	310,000
Ms. Jing Qian	Independent non-executive Director	50,000
Mr. Sheng Tang	Independent non-executive Director	50,000
Mr. Mark J. Alles	Independent non-executive Director	50,000

## NEW SHARES AWARD

On 22 September 2022, the Board has resolved to approve the New Shares Award under the 2022 General Mandate pursuant to the terms of the 2022 RSU Scheme to the New Shares Awardees, subject to their acceptance. This involves the proposed grant of a total of 13,960,600 RSUs (representing 13,960,600 Awarded Shares being new Shares) on the Grant Date to 363 New Shares Awardees, who are employees of the Group. None of the 363 New Shares Awardees are connected persons of the Company.

New Shares shall be allotted and issued pursuant to the 2022 General Mandate to the Trustee in accordance with the terms of the 2022 RSU Scheme in order to satisfy the RSUs granted to the New Shares Awardees.

## **ISSUE OF NEW SHARES UNDER GENERAL MANDATE PURSUANT TO THE SHARE AWARD SCHEME**

In relation to the New Shares Award, 13,960,600 new Shares shall be allotted and issued, pursuant to the 2022 General Mandate, to the Trustee at nominal value. The aggregate nominal value of the 13,960,600 new Shares is US\$1,396.06.

Pursuant to the 2022 General Mandate, the Company may issue and allot a maximum number of 132,876,628 Shares (being 20% of the total number of the issued shares of the Company as at 1 June 2022, the date of the relevant annual general meeting of the Company). No new Share has been issued or allotted under the 2022 General Mandate. Therefore, the issue of the new Shares pursuant to the New Shares Award is within the limit under the 2022 General Mandate and is not subject to approval by the Shareholders.

As at the date of this announcement, the Trustee is a professional trust service provider in Hong Kong. It is a third party independent of the Company and not a connected person of the Company. Upon the allotment of the 13,960,600 new Shares, the Trustee will hold such new Shares on trust for the New Share Awardees and will either transfer the respective proportions to each of them, or alternatively sell such underlying Awarded Shares and pay the corresponding Actual Selling Price to the New Share Awardees, upon vesting of their respective RSUs and the underlying Awarded Shares. The new Shares to be issued and allotted by the Company to satisfy the 13,960,600 RSUs represent (i) approximately 2.10% of the total issued Shares as at the date of this announcement; and (ii) approximately 2.06% of the total issued Shares as enlarged by such allotment and issue. The new Shares will rank *pari passu* among themselves and with the other Shares in issue. The issue of the new Shares is not subject to any conditions. The issue of 13,960,600 new Shares shall be funded by the Company's internal resources.

### **VESTING SCHEDULE**

The RSUs and the underlying Awarded Shares (for both the Existing Shares Award and New Shares Award) shall be vested in the following manner:

#### **Grantees who joined the Group prior to or on the date of Listing**

The RSUs and the underlying Awarded Shares shall be vested in five tranches of which:

- (a) 25% of the Awarded Shares under the RSUs shall be vested immediately on the Grant Date;
- (b) 25% of the Awarded Shares under the RSUs shall be vested on the first anniversary of the Grant Date;
- (c) 16.6% of the Awarded Shares under the RSUs shall be vested on the second anniversary of the Grant Date;
- (d) 16.7% of the Awarded Shares under the RSUs shall be vested on the third anniversary of the Grant Date; and
- (e) 16.7% of the Awarded Shares under the RSUs shall be vested on the fourth anniversary of the Grant Date.

## Grantees who joined the Group after the Listing

The RSUs and the underlying Awarded Shares shall be vested in four tranches of which:

- (a) 25% of the Awarded Shares under the RSUs shall be vested on the first anniversary of the Grant Date;
- (b) 25% of the Awarded Shares under the RSUs shall be vested on the second anniversary of the Grant Date;
- (c) 25% of the Awarded Shares under the RSUs shall be vested on the third anniversary of the Grant Date; and
- (d) 25% of the Awarded Shares under the RSUs shall be vested on the fourth anniversary of the Grant Date.

The vesting of the RSUs and the underlying Awarded Shares is subject to the conditions as set out in the Scheme Rules and the fulfillment of such conditions as specified by the Board.

## LISTING RULES IMPLICATIONS

In respect of the Existing Shares Award, since all of the Existing Shares Awardees are connected persons of the Company by virtue of being a director, chief executive or substantial shareholder of member(s) of the Group, each of the grant of the Existing Shares Award constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. However, each of such grant is either exempted under Rule 14A.95 of the Listing Rules or a *de minimis* transaction, and is therefore fully exempt from independent shareholders' approval, annual review and all disclosure requirements.

In respect of the New Shares Award, none of the New Share Awardees is a connected person of the Company and none of the New Share Awardees is a director, chief executive or substantial shareholder of the Company, or an associate (as defined in the Listing Rules) of any of them.

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of approval for the listing of, and permission to deal in, the 13,960,600 new Shares to be allotted and issued.

## DEFINITIONS

“2022 General Mandate”	the general mandate granted by the Shareholders at the annual general meeting of the Company held on 1 June 2022
“2022 RSU Scheme”	the restricted share unit scheme of the Company approved and adopted by the Board on 21 January 2022
“Actual Selling Price”	the actual price at which the Awarded Shares are sold (net of brokerage, Stock Exchange trading fee, SFC transaction levy and any other applicable costs) on vesting of a RSU pursuant to the 2022 RSU Scheme

“Awarded Shares”	Share(s) underlying the RSU(s) granted to the grantees under the Scheme Rules
“Board”	the board of directors of the Company
“Company”	Antengene Corporation Limited (德琪醫藥有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Shares Award”	the grant of RSUs to grantees approved by the Board on the Grant Date, the underlying Awarded Shares of which are existing Shares
“Existing Share Awardees”	the awardees of the Existing Shares Award
“Grant Date”	a date to be determined which shall fall within 45 days upon the resolution to make the Existing Shares Award and the New Shares Award being approved by the Board
“Grantees”	Existing Shares Awardees and New Shares Awardees
“Group”	the Company and its subsidiaries
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange on 20 November 2020
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Shares Award”	the grant of RSUs to grantees approved by the Board on the Grant Date, the underlying Awarded Shares of which are new Shares to be issued and allotted by the Company
“New Share Awardees”	the awardees of the New Shares Award
“RSUs”	restricted share unit(s), granted or to be granted under the 2022 RSU Scheme, each of which represents a conditional right for the selected participant to obtain the Awarded Shares or an equivalent value in cash with reference to the market value of such Awarded Shares on or about the date of vesting, less any tax, stamp duty and other charges applicable, as determined by the Board in its absolute discretion
“Scheme Rules”	the rules relating to the 2022 RSU Scheme, as amended, modified or supplemented from time to time

“Shares”	ordinary shares of US\$0.0001 each in the capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification, reduction or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trustee”	THE CORE TRUST COMPANY LIMITED, the trustee of the 2022 RSU Scheme

By the order of the Board  
**Antengene Corporation Limited**  
**Dr. Jay Mei**  
*Chairman*

Hong Kong, 22 September 2022

*As at the date of this announcement, the board of directors of the Company comprises Dr. Jay Mei, Mr. John F. Chin, Mr. Donald A. Lung and Dr. Kevin P. Lynch as executive directors; Mr. Yilun Liu and Dr. Kan Chen as non-executive directors; and Mr. Mark J. Alles, Ms. Jing Qian and Mr. Sheng Tang as independent non-executive directors.*