
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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Antengene Corporation Limited
德琪醫藥有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6996)

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

A notice convening the AGM of **Antengene Corporation Limited** to be held at Suites 1206-1209, Block B, Zhongshan SOHO Plaza, 1065 West Zhongshan Road, Changning District, Shanghai, PRC on Friday, June 18, 2021 at 10:30 a.m., at which, among other things, the above proposals will be considered, is set out on pages 19 to 23 of this circular.

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

PRECAUTIONARY MEASURES FOR THE AGM

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

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

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

April 23, 2021

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Suites 1206-1209, Block B, Zhongshan SOHO Plaza, 1065 West Zhongshan Road, Changning District, Shanghai, PRC on Friday, June 18, 2021 at 10:30 a.m., notice of which is set out on pages 19 to 23 of this circular and any adjournment thereof
“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time
“Company”	Antengene Corporation Limited, an exempted company incorporated in the Cayman Islands on August 28, 2018 with limited liability whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 6996)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuing Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate

DEFINITIONS

“Latest Practicable Date”	April 16, 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	the date on which dealings in the Shares on the Stock Exchange first commenced, being November 20, 2020
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination and Corporate Governance Committee”	the nomination and corporate governance committee of the Company
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Share(s)”	the ordinary share(s) of US\$0.0001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD



ANTENGENE

— 德琪医药 —

Antengene Corporation Limited **德琪醫藥有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6996)

Executive Directors:

Dr. Jay Mei (*Chairman and
Chief Executive Officer*)
Mr. John F. Chin
Mr. Yiteng Liu

Non-executive Directors:

Mr. Yanling Cao
Mr. Zhen Li
Dr. Kan Chen

Independent Non-executive Directors:

Mr. Mark J. Alles
Ms. Jing Qian
Mr. Sheng Tang

Registered Office:

PO Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

***Principal place of business
in Hong Kong:***

Room No. 901, 9th Floor, Nan Fung Tower
88 Connaught Road Central and
173 Des Voeux Road Central
Hong Kong

April 23, 2021

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

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

LETTER FROM THE BOARD

GENERAL MANDATES

In order to ensure greater flexibility for the Company to issue new Shares, an ordinary resolution no. 4 will be proposed at the AGM to grant to the Directors a general mandate to exercise the powers of the Company to allot and issue new Shares in the share capital of the Company of up to 20% of the total number of Shares in issue as at the date of the passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the Company had 671,180,644 Shares in issue. Subject to the passing of the ordinary resolution no. 4 and on the basis that there is no change to the number of issued Shares before the AGM, the Company will be allowed to issue a maximum of 134,236,128 Shares. In addition, subject to a separate approval of the ordinary resolution no. 6, the number of Shares bought back by the Company under ordinary resolution no. 5 will also be added to the general mandate as mentioned in the ordinary resolution no. 4. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to such general mandate.

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

Each of the Issuing Mandate and the Repurchase Mandate will expire at the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or
- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

EXPLANATORY STATEMENT

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

RE-ELECTION OF DIRECTORS

In accordance with Article 16.19 of the Articles, one-third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to, but not less than one-third) shall retire from office by rotation at every annual general meeting and, being eligible, offer themselves for re-election.

LETTER FROM THE BOARD

In accordance with Article 16.2 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Dr. Jay Mei, Mr. John F. Chin and Mr. Yiteng Liu, the executive Directors; Mr. Yanling Cao, Mr. Zhen Li and Dr. Kan Chen, the non-executive Directors; Mr. Mark J. Alles, Ms. Jing Qian and Mr. Sheng Tang, the independent non-executive Directors will retire and be subject to re-election at the AGM.

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

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

PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

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

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

LETTER FROM THE BOARD

RECOMMENDATION OF THE NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

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

AGM

Set out on pages 19 to 23 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issuing Mandate and the Repurchase Mandate and the re-election of Directors.

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

VOTES TAKEN BY POLL

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

RECOMMENDATION

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

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

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

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

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

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

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 671,180,644 Shares. Subject to the passing of the ordinary resolution for repurchase of Shares and on the basis that no new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 67,118,064 Shares, representing 10% of the existing issued Shares as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

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

4. FUNDING OF REPURCHASE OF SHARES

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

5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements of the Company for the year ended December 31, 2020 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

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

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange from the Listing Date to the Latest Practicable Date were as follows:

Month	Shares	
	Highest price	Lowest price
	<i>HK\$</i>	<i>HK\$</i>
2020		
November (since the Listing Date)	19.68	15.58
December	18.18	15.62
2021		
January	22.50	16.50
February	20.75	16.70
March	17.84	14.48
April (up to the Latest Practicable Date)	16.94	15.90

7. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

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

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

8. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Dr. Jay Mei ("Dr. Mei") held 175,927,994 Shares through Meiland Pharma Tech Limited ("Meiland"), which is wholly-owned by Horsham Angel Investment Limited ("Horsham Angel"), representing approximately 26.21% of the total number of Shares in issue. Horsham Angel is owned by Dr. Mei as to 16.48%, AM & Beyond Trust, a trust created by Dr. Mei for the benefit of his children, as to 8.52%, and the JAY MEI 2020 GRAT, a trust created by Dr. Mei for the benefit of himself and his immediate family members, as to 75%. Dr. Mei is the grantor of the AM & Beyond Trust and the trustee, the grantor and one of the beneficiaries of the JAY MEI 2020 GRAT. Accordingly, each of Horsham Angel and Dr. Mei is deemed to be interested in the total number of Shares held by Meiland.

In the event that the Directors exercised the Repurchase Mandate in full (assuming no new Shares are issued), the shareholding of Dr. Mei will be increased to approximately 29.12% of the total number of Shares in issue. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that, under the circumstances, there would be insufficient public float as prescribed under the Listing Rules.

9. SHARE PURCHASE MADE BY THE COMPANY

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) from the Listing Date and up to the Latest Practicable Date.

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

EXECUTIVE DIRECTORS

Jay Mei, M.D., Ph.D., aged 55, 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 chief executive officer of the Company on August 18, 2020. Dr. Mei has been one of the key management members of the Group and has been actively involved in the business, strategy and operational management of the 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 was a director of Jiangsu Asieris Pharmaceuticals Co., Ltd. (江蘇亞虹醫藥科技有限公司) from November 2014 to December 2020. Dr. Mei was involved in the management of Antengene Corporation Co., Ltd. (德琪(浙江)醫藥科技有限公司) (“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.

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

As at the Latest Practicable Date, Dr. Mei is interested in long position of 175,927,994 Shares and 4,000,000 underlying Shares within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571, Laws of Hong Kong) (the “SFO”).

Mr. John F. Chin, MBA, aged 55, was appointed as the chief business officer of the Company 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 the Group since he joined. 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. Chin has entered into a service contract with the Company which the initial term of his service contract shall be three years commencing from the date of his appointment until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than two months’ prior notice. Pursuant to the service contracts entered into with the Company, none of the executive Directors will receive any remuneration as Director’s fee.

As at the Latest Practicable Date, Mr. Chin is interested in long position of 135,496 Shares and 1,300,000 underlying Shares within the meaning of Part XV of the SFO.

Mr. Yiteng Liu (劉翼騰), aged 37, was appointed as a Director on November 22, 2018. He was re-designated as an executive Director and appointed as the chief operating officer of the Company on August 18, 2020. Mr. Liu has been one of the key management members of the Group and has been actively involved in the business, strategy and operational management since the Group’s 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 Corporation Limited (上海德琪醫藥科技有限公司) 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.

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

As at the Latest Practicable Date, Mr. Liu is interested in long position of 10,995,500 Shares and 2,700,000 underlying Shares within the meaning of Part XV of the SFO.

NON-EXECUTIVE DIRECTORS

Mr. Yanling Cao (曹彥凌), aged 37, 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 the 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 and an independent non-executive director of JW (Cayman) Therapeutics Co. Ltd (藥明巨諾(開曼)有

限公司) (a company listed on the Stock Exchange with stock code 2126.HK) since May 2020. 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.

Mr. Cao has entered into a service contract with the Company which the initial term of his service contract shall be three years commencing from the date of his appointment until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than one month's prior notice. Pursuant to the service contracts entered into with the Company, the non-executive Directors will receive no remuneration as Director's fee.

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

Mr. Zhen Li (李甄), aged 42, 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 the 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. Li has entered into a service contract with the Company which the initial term of his service contract shall be three years commencing from the date of his appointment until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than one month's prior notice. Pursuant to the service contracts entered into with the Company, the non-executive Directors will receive no remuneration as Director's fee.

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

Kan Chen (陳侃), Ph.D., aged 39, was appointed as a Director on March 26, 2021. He is currently serving as a Principal at Qiming Venture Partners ("Qiming"), focusing on healthcare investment. Dr. Chen joined Qiming in February 2016, had served as associate and vice president and was deeply involved in Qiming's investment of the Company's series A financing. Dr. Chen has been a director of Connect Biopharma Holdings Limited (a company

listed on NASDAQ with stock code CNTB) since December 2020. From November 2012 to September 2014, Dr. Chen has been the group leader of Jiangsu Hengrui Medicine Co., Ltd. From October 2014 to January 2016, he has been the senior scientist of Janssen, Pharmaceutical Companies of Johnson & Johnson. Dr. Chen obtained his Bachelor's degree in biological science from Fudan University (復旦大學) in June 2004. He obtained his Doctor of Philosophy degree in cell biology from Case Western Reserve University in January 2009 and finished his postdoctoral training in immunology at Harvard Medical School in October 2012.

Dr. Chen entered into a service contract with the Company which the initial term of his service contract shall be three years commencing from the date of his appointment until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than one month's prior notice. Pursuant to the service contracts entered into with the Company, the non-executive Directors will receive no remuneration as Director's fee.

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

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.

Mr. Alles has entered into an appointment letter with the Company effective from the Listing Date, the initial term shall commence from the date of appointment for a period of three years or until the third annual general meeting of the Company after the Listing Date, whichever is earlier (subject always to re-election as and when required under the Articles) 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. His remunerations (if any) will be fixed by the Board and reviewed from time to time taking into consideration recommendation from the remuneration committee of the Board (the "Remuneration

Committee”) with reference to the performance and profitability of the Company as well as remuneration benchmark in the industry and the prevailing market conditions. Under the appointment letter, Mr. Alles will receive an annual director’s fee of US\$100,000 commencing on the effective date of his appointment.

As at the Latest Practicable Date, Mr. Alles is interested in long position of 135,496 Shares and 600,000 underlying Shares within the meaning of Part XV of the SFO.

Ms. Jing Qian (錢晶), MBA, aged 45, 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.

Ms. Qian has entered into an appointment letter with the Company effective from the Listing Date, the initial term of the appointment letter shall commence from the date of appointment for a period of three years or until the third annual general meeting of the Company after the Listing Date, whichever is earlier (subject always to re-election as and when required under the Articles) 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. Her remunerations (if any) will be fixed by the Board and reviewed from time to time taking into consideration recommendation from the Remuneration Committee with reference to the performance and profitability of the Company as well as remuneration benchmark in the industry and the prevailing market conditions. Under the appointment letter, Ms. Qian will receive an annual director’s fee of US\$50,000 commencing on the effective date of her appointment.

As at the Latest Practicable Date, Ms. Qian is interested in long position of 20,000 underlying Shares within the meaning of Part XV of the SFO.

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.

Mr. Tang has entered into an appointment letter with the Company effective from the Listing Date, the initial term of the appointment letter shall commence from the date of appointment for a period of three years or until the third annual general meeting of the Company after the Listing Date, whichever is earlier (subject always to re-election as and when required under the Articles) 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. His remunerations (if any) will be fixed by the Board and reviewed from time to time taking into consideration recommendation from the Remuneration Committee with reference to the performance and profitability of the Company as well as remuneration benchmark in the industry and the prevailing market conditions. Under the appointment letter, Mr. Tang will receive an annual director's fee of US\$50,000 commencing on the effective date of his appointment.

As at the Latest Practicable Date, Mr. Tang is interested in long position of 20,000 underlying Shares within the meaning of Part XV of the SFO.

OTHER INFORMATION

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

In addition, as far as the Directors are aware, there is no other matter concerning the aforementioned retiring Directors that needs to be brought to the attention of the Shareholders and there is no information relating to these Directors required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



ANTENGENE

— 德琪医药 —

Antengene Corporation Limited **德琪醫藥有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6996)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Antengene Corporation Limited (the “Company”) will be held at Suites 1206-1209, Block B, Zhongshan SOHO Plaza, 1065 West Zhongshan Road, Changning District, Shanghai, PRC on Friday, June 18, 2021 at 10:30 a.m. to consider and, if thought fit, transact the following businesses:

ORDINARY RESOLUTIONS

1. To approve the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “Directors”) and auditor of the Company for the year ended December 31, 2020.
2.
 - (i) To re-elect Dr. Jay Mei as an executive Director.
 - (ii) To re-elect Mr. John F. Chin as an executive Director.
 - (iii) To re-elect Mr. Yiteng Liu as an executive Director.
 - (iv) To re-elect Mr. Yanling Cao as a non-executive Director.
 - (v) To re-elect Mr. Zhen Li as a non-executive Director.
 - (vi) To re-elect Dr. Kan Chen as a non-executive Director.
 - (vii) To re-elect Mr. Mark J. Alles as an independent non-executive Director.
 - (viii) To re-elect Ms. Jing Qian as an independent non-executive Director.
 - (ix) To re-elect Mr. Sheng Tang as an independent non-executive Director.
 - (x) To authorize the board (the “Board”) of Directors to fix the remuneration of the Directors.

NOTICE OF ANNUAL GENERAL MEETING

3. To re-appoint Ernst & Young as auditor of the Company and to authorize the Board to fix its remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:

“THAT:

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

NOTICE OF ANNUAL GENERAL MEETING

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “THAT:

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

NOTICE OF ANNUAL GENERAL MEETING

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

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

Hong Kong, April 23, 2021

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, June 15, 2021 to Friday, June 18, 2021, both dates inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4: 30 p.m. on Friday, June 11, 2021.
2. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or, if he or she is the holder of two or more Shares, more proxies to attend and vote instead of him or her. A proxy need not be a member of the Company.
3. In the case of joint holders of Shares in the Company, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members of the Company.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the AGM.
5. With respect to resolution numbered 2 in this notice, Dr. Jay Mei, Mr. John F. Chin, Mr. Yiteng Liu, Mr. Yanling Cao, Mr. Zhen Li, Dr. Kan Chen, Mr. Mark J. Alles, Ms. Jing Qian and Mr. Sheng Tang shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the circular of the Company dated April 23, 2021.

NOTICE OF ANNUAL GENERAL MEETING

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

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

As at the date of this notice, the Board comprises Dr. Jay Mei, Mr. John F. Chin 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.