
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

Antengene Corporation Limited

德琪醫藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6996)

**(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
RESELL SHARES AND TO REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Antengene Corporation Limited to be held online and physically at Suites 1206-1209, Block B, Zhongshan SOHO Plaza, 1065 West Zhongshan Road, Changning District, Shanghai, PRC on Friday, June 13, 2025 at 10:30 a.m., at which, among other things, the proposals set out in the notice of the AGM will be considered, is set out on pages 15 to 19 of this circular.

Whether or not you intend to attend the AGM, 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 at the meeting or any adjournment thereof should you so wish.

Holders of treasury shares, if any, have no voting rights at the general meeting(s) of the Company.

April 28, 2025

SPECIAL ARRANGEMENT FOR THE AGM

LIVE WEBCAST

Shareholders will be able to view and listen to the AGM through a live webcast from 10:30 a.m. until the conclusion of the AGM on Friday, June 13, 2025 on a computer, tablet or any browser enabled device. **Shareholders should note that those who attend the AGM online will not be counted towards the quorum of the AGM nor will such participating Shareholders be able to cast their votes online.**

Shareholders will need to complete the following steps to be able to access the live webcast of the AGM of the Company:

ACCESSING PROCEEDINGS OF THE AGM BY ZOOM

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

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

no later than 10:30 a.m. on Wednesday, June 11, 2025 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) to enable the Company to verify the Shareholders' status. Authenticated Shareholders will receive an email confirmation no later than 10:30 a.m. on Wednesday, June 11, 2025 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) which contains a link to join the live webcast of the AGM by Zoom.

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

VOTE BY APPOINTING A PROXY

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

SPECIAL ARRANGEMENT FOR THE AGM

A form of proxy has been despatched to Shareholders together with this circular. The form of proxy can be downloaded from the section of “Investor Relations” of the website of the Company (www.antengene.com) or from the website of the Stock Exchange (www.hkexnews.hk). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy. The form of proxy should be returned to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

SUBMISSION OF QUESTIONS PRIOR TO THE ANNUAL GENERAL MEETING

Shareholders may submit any questions they have in advance in relation to any resolution set out in the notice of the AGM by 10:30 a.m. on Wednesday, June 11, 2025 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) via email to ir@antengene.com providing personal particulars as follows for verification purposes:

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

The Company will endeavour to address as many relevant questions as possible at the AGM.

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

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held online and physically at Suites 1206-1209, Block B, Zhongshan SOHO Plaza, 1065 West Zhongshan Road, Changning District, Shanghai, PRC on Friday, June 13, 2025 at 10:30 a.m., notice of which is set out on pages 15 to 19 of this circular and any adjournment thereof
“Articles” or “Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System, a securities settlement system established and operated by the HKSCC
“Companies Act”	the Companies Act, Cap. 22 (Act 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
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“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

DEFINITIONS

“Issuing and Resale Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares (including any sale or transfer of treasury shares) of up to 20% of the total number of Shares in issue (excluding any treasury shares) 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
“Latest Practicable Date”	April 17, 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“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 (excluding any treasury shares) as at the date of passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of US\$0.0001 each in the share capital of the Company, which include treasury share(s) of the Company, if any (for the avoidance of doubt, the holders of treasury shares have no voting rights at the general meeting(s) of the Company)

DEFINITIONS

“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
“treasury shares”	has the meaning ascribed to it in the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



ANTENGENE

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. Donald Andrew Lung

Independent Non-executive Directors:

Ms. Jing Qian

Mr. Sheng Tang

Dr. Rafael Fonseca

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 28, 2025

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
RESELL SHARES AND TO REPURCHASE SHARES;**

(2) RE-ELECTION OF DIRECTORS;

AND

(3) 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 and Resale 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 (including any sale or transfer of treasury 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 (including any sale or transfer of treasury shares) of up to 20% of the total number of Shares in issue (excluding any treasury shares) 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 679,446,632 Shares in issue and did not hold any treasury shares. Subject to the passing of 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 135,889,326 Shares (including any sale or transfer of treasury shares). In addition, subject to a separate approval of the ordinary resolution no. 6, the number of Shares repurchased by the Company under the ordinary resolution no. 5 will also be added to the general mandate as mentioned in the ordinary resolution no. 4. The Directors wish to state that they have no immediate plans to issue any new Shares, to sell or to transfer treasury 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 (excluding any treasury shares) as at the date of the passing of the resolution in relation to such general mandate.

Each of the Issuing and Resale 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 the Directors the Repurchase Mandate at the AGM.

LETTER FROM THE BOARD

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 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/she retires and shall be eligible for re-election thereat.

Accordingly, Mr. Donald Andrew Lung and Dr. Rafael Fonseca shall retire from office by rotation and, being eligible, have offered themselves for re-election as the Directors 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. The biography of the retiring independent non-executive Director, Dr. Rafael Fonseca, therein indicates how he contributes to the diversity of the Board and the perspectives, skills and experience he can bring to the Board.

The retiring independent non-executive Director, Dr. Rafael Fonseca, has given an annual confirmation of his independence pursuant to the factors set out in Rule 3.13 of the Listing Rules. The Nomination and Corporate Governance Committee assessed and reviewed the independence of Dr. Rafael Fonseca. The Nomination and Corporate Governance Committee and the Board are of the view that Dr. Rafael Fonseca has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

The Nomination and Corporate Governance Committee has reviewed and considered the experience, skills and knowledge of each of the retiring Directors and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the AGM. The Nomination and Corporate Governance Committee and the Board are satisfied that each of the retiring Directors has the required character, integrity and experience to continuously fulfil his role 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.

In view of the above, the Board recommends each of the retiring Directors to be re-elected as a Director at the AGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, June 10, 2025 to Friday, June 13, 2025, 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 and transfer office 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 Monday, June 9, 2025.

NOTICE OF AGM

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

FORM OF PROXY

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend the AGM, 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 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 (i) the granting to the Directors of the Issuing and Resale Mandate and the Repurchase Mandate and (ii) 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 679,446,632 Shares and the Company did not hold any treasury 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 67,944,663 Shares, representing 10% of the existing issued Shares (excluding any treasury 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. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchases, resolve to cancel the Shares repurchased following settlement of any such repurchase or hold them as treasury shares. Shares repurchased for cancellation 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. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles and the applicable laws of Cayman Islands. Share repurchase 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 Act, 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 Act, out of capital.

5. MATERIAL ADVERSE IMPACT

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements of the Company for the year ended December 31, 2024, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

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

6. SHARE PRICES

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

	Highest price	Lowest price
	<i>HK\$</i>	<i>HK\$</i>
Month		
2024		
April	1.05	0.77
May	1.19	0.95
June	0.99	0.76
July	0.78	0.53
August	0.74	0.50
September	0.83	0.53
October	1.46	0.75
November	0.95	0.62
December	0.78	0.60
2025		
January	0.91	0.64
February	2.88	0.71
March	4.30	2.25
April (up to the Latest Practicable Date)	4.01	2.10

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 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.

The Company confirms that neither this explanatory statement nor the proposed repurchase of Shares pursuant to the Repurchase Mandate has any unusual features.

Following a repurchase of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures (collectively, the “**Interim Measures**”) which include (without limitation):

- (i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;
- (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; and
- (iii) taking any other measures to ensure that it will not exercise any Shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

8. THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

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**") was (i) interested in 1,998,000 Shares underlying the vested restricted share units granted to him under the restricted share unit scheme of the Company; and (ii) indirectly interested in 175,927,994 Shares through Meiland Pharma Tech SPC ("**Meiland**"), a company controlled by Dr. Mei. Meiland is owned as to 84.85% by Dr. Mei and as to 15.15% by AM & Beyond Trust, a trust created by Dr. Mei for the benefit of his descendants, and Dr. Mei is the grantor of the AM & Beyond Trust. Accordingly, Dr. Mei was taken or deemed to be interested in the entire Shares held by Meiland. Save for the unvested restricted share units and outstanding share options granted to Dr. Mei, Dr. Mei was directly or indirectly interested in an aggregate of 177,925,994 Shares (representing approximately 26.19% of the total number of issued Shares) as at the Latest Practicable Date within the meaning of Part XV of the SFO.

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 29.10% 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 are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital (excluding treasury shares) of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

9. SHARE PURCHASE MADE BY THE COMPANY

The Company had not purchased its Shares during the six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

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 DIRECTOR

Mr. Donald Andrew Lung (龍振國), J.D., MBA, aged 43, was appointed as the Chief Financial Officer (CFO) of the Company on June 8, 2020 and an executive Director on June 18, 2021. Mr. Lung has been in charge of the overall finance of our Group since he joined us.

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

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

Mr. Lung has entered into a service contract with the Company for a term of three years commencing from June 18, 2024 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. Mr. Lung's directorship with the Company is subject to retirement by rotation and re-election in accordance with the Articles of Association and other applicable regulations and laws. Pursuant to his service contract, Mr. Lung will not receive any remuneration as Director's fee.

As at the Latest Practicable Date, Mr. Lung was interested in 4,620,000 Shares within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Rafael Fonseca, aged 58, was appointed as an independent non-executive Director on April 14, 2023.

Dr. Fonseca is the Getz Family Professor of Cancer, Professor of Medicine, Chair of the Department of Internal Medicine, Chief Innovation Officer, at the Mayo Clinic in Arizona and a member of the Mayo Clinic Board of Governors and Board of Trustees. Throughout his training and career, Dr Fonseca has received numerous awards and honors, including the Damon Runyon-Walter Winchell Clinical Investigator Award and the International Waldenström Macroglobulinemia Research Award. He is a Mayo Clinic Distinguished Investigator, the highest academic distinction given to investigators at his institution. He holds memberships and serves in positions for organizations such as the American Society of Clinical

Oncology (ASCO), American Society of Hematology (ASH), American Association for Cancer Research, and the International Myeloma Society. His research has been funded by the National Cancer Institute (R01, P01, SPORE), the Leukemia & Lymphoma Society, the Multiple Myeloma Research Fund, and the Damon Runyon Cancer Research Fund. Dr Fonseca serves as a reviewer and in editorial capacities for medical publications including Blood, Lancet, Nature Medicine, Cancer Cell, Leukemia, and the New England Journal of Medicine, among others. He has given many national and international presentations as a visiting professor and has authored over 300 articles, book chapters, editorials, abstracts, and letters.

Dr. Fonseca earned his medical degree at Universidad Anahuac, Mexico in 1991. He completed a residency in Internal Medicine at the University of Miami, Florida in 1994, and a fellowship in Hematology and Oncology at Mayo Clinic Graduate School of Biomedical Sciences, Rochester, Minnesota in 1998. He was named a clinical investigator for the Damon Runyon Cancer Research Fund. He is a visiting healthcare fellow at the Goldwater Institute.

Dr. Fonseca has entered into a letter of appointment with the Company for an initial term of three years commencing on April 14, 2023 until terminated in accordance with the terms and conditions of the letter of appointment or by either party giving to the other not less than two months' prior notice. Dr. Fonseca's directorship with the Company is subject to retirement by rotation and re-election in accordance with the Articles of Association and other applicable regulations and laws. Dr. Fonseca will be entitled to an annual director fee of US\$25,000, which is covered by the letter of appointment and has been determined by the Board upon the recommendation of the remuneration committee of the Company with reference to his relevant qualifications, experience, duties and responsibilities within the Company as well as prevailing market benchmark.

As at the Latest Practicable Date, Dr. Fonseca was interested or deemed to be interested in 200,000 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

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 online and physically at Suites 1206-1209, Block B, Zhongshan SOHO Plaza, 1065 West Zhongshan Road, Changning District, Shanghai, People’s Republic of China on Friday, June 13, 2025 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, 2024.
2.
 - (i) To re-elect Mr. Donald Andrew Lung as an executive Director.
 - (ii) To re-elect Dr. Rafael Fonseca as an independent non-executive Director.
 - (iii) To authorize the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as auditor of the Company and to authorize the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.0001 each in the share capital of the Company (the “**Shares**”) (including any sale or transfer of treasury shares (with the meaning ascribed to it in the Listing Rules)), 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 and issued (whether pursuant to an option or otherwise) together with the treasury shares of the Company resold or transferred 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 options or awards granted under any share scheme of the Company 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 (excluding any treasury shares) 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 of the Company (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 may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or those of any other recognized stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue (excluding any treasury shares) 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 (including any sale or transfer of treasury 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 (excluding any treasury shares) 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 28, 2025

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. As set out in the circular of the Company dated April 28, 2025 (the “**Circular**”), there will be a special arrangement for the AGM, whereby Shareholders may participate in the meeting physically or through a live webcast. Shareholders (or proxies) who wish to participate in the AGM through the live webcast, please refer to the sub-section headed “ACCESSING PROCEEDINGS OF THE AGM BY ZOOM” under the section headed “SPECIAL ARRANGEMENT FOR THE AGM” of the Circular for details. **Shareholders should note that those who attend the AGM online will not be counted towards the quorum of the AGM nor will such participating Shareholders be able to cast their votes online.**
2. 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 10, 2025 to Friday, June 13, 2025, 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 and transfer office 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 Monday, June 9, 2025.
3. 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.
4. In the case of joint holders of Shares in the Company, the vote of the senior holder who tenders a vote, whether personally 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.
5. 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 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 (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.
6. With respect to resolution numbered 2 in this notice, Mr. Donald Andrew Lung and Dr. Rafael Fonseca shall retire from office by rotation at the AGM and, being eligible, have offered themselves for re-election as Directors. Details of their information are set out in Appendix II to the circular of the Company dated April 28, 2025.
7. Holders of treasury shares, if any, have no voting rights at the general meeting(s) of the Company.

As at the date of this notice, the Board of the Company comprises Dr. Jay Mei and Mr. Donald Andrew Lung as executive Directors; and Dr. Rafael Fonseca, Ms. Jing Qian and Mr. Sheng Tang as independent non-executive Directors.