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**ANTENGENE**

— 德琪医药 —

**Antengene Corporation Limited**

**德琪醫藥有限公司**

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

**(Stock Code: 6996)**

## **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 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 14, 2024 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, 2023.
2.
  - (i) To re-elect Dr. Jay Mei as an executive Director.
  - (ii) To re-elect Ms. Jing Qian as an independent non-executive Director.
  - (iii) To re-elect Mr. Sheng Tang as an independent non-executive Director.
  - (iv) 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.

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 (which shall have the meaning ascribed to it under the Listing Rules coming into effect from 11 June 2024)), 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 (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

- (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.”

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 (which shall have the meaning ascribed to it under the Listing Rules coming into effect from 11 June 2024)) 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.”
  
7. “**THAT** conditional upon the passing of ordinary resolution numbered 9,
  - (i) the amendments to the 2020 Equity Incentive Plan (the “**Equity Incentive Plan**”) proposed by the Board, a copy of which is produced to this meeting, marked “A” and initialed by the chairman of the meeting for identification purpose, be and is hereby approved and adopted in all respects; and
  - (ii) the Directors be and are hereby authorized to grant the awards thereunder, and do all such acts and execute all such documents as he/she may deem necessary or expedient in order to give full effect to the implementation of the Equity Incentive Plan.”
  
8. “**THAT** conditional upon the passing of ordinary resolution numbered 9,
  - (i) the amendments to the 2022 Antengene RSU Scheme (the “**RSU Scheme**”, together with the Equity Incentive Plan, the “**Share Schemes**”) proposed by the Board, a copy of which is produced to this meeting, marked “B” and initialed by the chairman of the meeting for identification purpose, be and is hereby approved and adopted in all respects; and
  - (ii) the Directors be and are hereby authorized to grant the awards thereunder, and do all such acts and execute all such documents as he/she may deem necessary or expedient in order to give full effect to the implementation of the RSU Scheme.”
  
9. “**THAT** the Scheme Limit (as defined in the circular dated April 29, 2024) on the total number of Shares that may be issued in respect of all options and awards to be granted to the eligible participants under all the share schemes of the Company, being 10% of the issued Shares of the Company (excluding any treasury shares) as at the date of the Shareholders’ approval of the limit, be and is hereby approved and adopted.”

10. “**THAT** conditional upon the passing of ordinary resolution numbered 9, the Service Provider Sublimit (as defined in the circular dated April 29, 2024) on the total number of Shares that may be issued in respect of all options and awards to be granted to the Service Providers under all the share schemes of the Company be and is hereby approved and adopted.”

Ordinary resolutions numbered 7, 8 and 10 are conditional upon the passing the ordinary resolution numbered 9. In the event that ordinary resolutions numbered 7, 8 and 10 are passed but ordinary resolution numbered 9 is not passed, the Company will adopt the amendments to the Share Schemes proposed by the Board save that the Board shall alter the Share Schemes to remove references to the grant of awards to the Service Providers.

### **SPECIAL RESOLUTION**

11. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the amendments to the seventh amended and restated memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) set out in Appendix III to this circular of the Company of which this notice forms part be and are hereby approved and the eighth amended and restated Memorandum and Articles of Association (a copy of which having been produced before the AGM and signed by the chairman of the AGM for the purpose of identification) be and is hereby adopted as the new Memorandum and Articles of Association of the Company.”

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

Hong Kong, April 29, 2024

*Notes:*

1. As set out in the circular of the Company dated April 29, 2024 (the “**Circular**”), there will be a special arrangement for the AGM, whereby shareholders of the Company 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 who attend the AGM online will not be counted to 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 11, 2024 to Friday, June 14, 2024, 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 7, 2024.
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 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.
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 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.
6. With respect to resolution numbered 2 in this notice, Dr. Jay Mei, Dr. Kan Chen, Ms. Jing Qian and Mr. Sheng Tang shall retire from office by rotation. Dr. Kan Chen confirmed that he will not offer himself for re-election at the AGM and will retire upon conclusion of the AGM. Dr. Jay Mei, Ms. Jing Qian and Mr. Sheng Tang, being eligible, have offered themselves for re-election as the Directors at the AGM. Details of their information are set out in Appendix II to the circular of the Company dated April 29, 2024.
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 directors of the Company comprises Dr. Jay Mei, Mr. John F. Chin and Mr. Donald Andrew Lung as executive directors; Dr. Kan Chen as non-executive Director; and Dr. Rafael Fonseca, Ms. Jing Qian and Mr. Sheng Tang as independent non-executive Directors.*