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Laekna, Inc.

來凱醫藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2105)

GRANT OF RESTRICTED SHARE UNITS

Pursuant to Rules 17.06A, 17.06B and 17.06C of the Listing Rules, the Board announces that on September 5, 2024, a total of 11,240,000 RSUs (representing an aggregate of 11,240,000 Shares) were granted to the Grantees (including three executive Directors) pursuant to the 2024 Share Award Scheme. The Grant of RSUs to the three executive Directors, including Dr. Lu, Ms. Xie and Dr. Gu, is conditional on and subject to the approval of the Independent Shareholders at the EGM.

The details of the RSUs granted to the Grantees are as follows:

Date of grant	September 5, 2024
Grantees	(i) employee participants of the Group; and (ii) three executive Directors, including Dr. Lu, Ms. Xie and Dr. Gu
Total number of the RSUs granted	11,240,000 RSUs (representing an aggregate of 11,240,000 Shares), among which: (i) 6,740,000 RSUs were granted to employee participants of the Group (representing an aggregate of 6,740,000 Shares) (ii) 1,500,000 RSUs were granted to each of Dr. Lu, Ms. Xie and Dr. Gu (representing 1,500,000 Shares to each of Dr. Lu, Ms. Xie and Dr. Gu)
Purchase price of the RSUs granted	Nil
Closing price of Shares on the date of the Grant of RSUs	HK\$4.85 per Share.

Vesting period 25% shall vest on each anniversary of the date of the Grant of RSUs for the next four years, subject to satisfaction (or waiver, as applicable) of the vesting conditions stipulated in the respective grant letters.

Performance targets There are no performance targets attached to the RSUs. When considering the terms of the Grant of RSUs (including but not limited to the amount of RSUs granted to each Grantee), the past performance and contributions of the respective Grantees have been considered.

The Remuneration Committee also has considered the importance of the roles and responsibilities of the Grantees and the expected contributions of the Grantees to be made to the future development of the Group and is of the view that the Grant of RSUs to the Grantees without performance targets is market competitive, consistent with the Company's customary practice, and aligns with the purpose of the 2024 Share Award Scheme.

Clawback mechanism The Grant of RSUs to the Grantees is subject to the clawback mechanism under the 2024 Share Award Scheme. The Board has the authority to clawback RSUs granted if certain events occur, which include, among others, the Grantee ceasing to be a participant by reason of the termination of his or her employment or engagement on the grounds that he or she has been guilty of fraud or dishonesty or persistent or serious misconduct, or any other ground on which an employer would be entitled to terminate his or her employment summarily. For details of the clawback mechanism, please refer to the announcement of the Company dated May 21, 2024.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, other than the Grant of RSUs to Dr. Lu, Ms. Xie and Dr. Gu, none of the Grantees is (i) a Director, a chief executive, or a substantial shareholder of the Company, or an associate of any of them; (ii) a participant with options and awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D of the Listing Rules; or (iii) a related entity participant or service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the total issued Shares (excluding treasury shares).

There are no arrangements for the Company or any of its subsidiaries to provide financial assistance to any Grantees to facilitate the purchase of RSUs under the 2024 Share Award Scheme.

Number of Shares Available for Future Grant

The Company currently intends to satisfy the Grant of RSUs by the issuance of new Shares. After the Grant of RSUs, an aggregate of 27,770,035 Shares will be available for further grant pursuant to the 2024 Share Award Scheme. The number of Shares available for future grant under the service provider sublimit remained unchanged.

Reasons for and Benefits of the Grant of RSUs

The Board considers that the 2024 Share Award Scheme provides the Group with a flexible means of utilizing equity-based incentives to retain, incentivize and motivate its employees. The aforementioned Grant of RSUs is to align the interests of the Grantees with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to recognize the contributions made by the Grantees and to attract and retain talent for the continuous operations and development of the Group. Hence, the Board is of the view that the Grant of RSUs is fair and reasonable and is in the best interests of the Company and its shareholders as a whole.

Director's Interests

Each of Dr. Lu, Ms. Xie and Dr. Gu have abstained from approving the relevant Board resolutions on the RSUs granted to each of them. Save as disclosed, none of the other Directors have any interest in the Grant of RSUs and therefore no other Directors abstained from voting on the relevant Board resolution in respect of the Grant of RSUs.

Implications under the Listing Rules

Pursuant to Rule 17.04(1) of the Listing Rules, any grant of RSUs to a Director, chief executive or substantial Shareholder of the Company, or any of their respective associates, under the 2024 Share Award Scheme must be approved by the independent non-executive Directors (excluding the independent non-executive Director who is the grantee of the RSUs (if any)). The Grant of RSUs to Directors were approved by all the independent non-executive Directors.

Pursuant to Rules 17.04(2) and 17.04(4) of the Listing Rules, as the total number of Shares to be issued in respect of the RSUs conditionally granted to each of Dr. Lu, Ms. Xie and Dr. Gu (representing approximately 0.38% of the total issued Shares, respectively) would, in a 12-month period up to and including the date of such grant, represent over 0.1% of the Shares in issue, the Grant of RSUs to Directors is subject to the approval by the Independent Shareholders, where Dr. Lu, Ms. Xie and Dr. Gu, their associates and all core connected persons of the Company shall abstain from voting in favour on the relevant resolution(s) at the EGM pursuant to the Listing Rules.

The EGM will be convened and held to consider, and if thought fit, among others, approve the Grant of RSUs to Directors and the transactions contemplated thereunder. A circular containing (among other things): (i) details of the Grant of RSUs to Directors; and (ii) the notice convening the EGM, will be published on the on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company and dispatched (if requested) to the Shareholders in due course.

As at the date of this announcement, the Grant of RSUs to Directors remain subject to the approval of the Independent Shareholders. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company's securities.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“2024 Share Award Scheme”	the share award scheme adopted by the Company on June 14, 2024, as amended from time to time
“associate(s)”	shall have the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Laekna, Inc. (來凱醫藥有限公司), an exempted company incorporated in the Cayman Islands with limited liability on July 29, 2016
“Director(s)”	the director(s) of the Company
“Dr. Gu”	Dr. GU Xiang-Ju Justin, an executive Director
“Dr. Lu”	Dr. LU Chris Xiangyang, chairman of the Board, an executive Director and the chief executive officer of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the Grant of RSUs to Directors
“employee participant(s)”	shall have the meaning as set out in Rule 17.03A of the Listing Rules
“Grant of RSUs”	the grant of an aggregate of 11,240,000 RSUs to the Grantees in accordance with the terms of the 2024 Share Award Scheme on September 5, 2024
“Grant of RSUs to Directors”	the conditional grant of 1,500,000 RSUs to each of Dr. Lu, Ms. Xie and Dr. Gu in accordance with the terms of the 2024 Share Award Scheme on September 5, 2024

“Grantee(s)”	grantees of the Grant of RSUs, who are employee participants of the Group and three executive Directors of the Company, including Dr. Lu, Ms. Xie and Dr. Gu
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholders”	Shareholders who are not required to abstain from voting at the EGM and are entitled to vote at the EGM to approve the Grant of RSUs to Directors
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Ms. Xie”	Ms. XIE Ling, an executive Director
“Remuneration Committee”	the remuneration committee of the Board
“RSU(s)”	restricted share unit(s) granted under the 2024 Share Award Scheme
“Scheme Limit”	the total number of Shares which may be issued in respect of all options and awards involving issue of new Shares that may be granted under the 2024 Share Award Scheme and any other share scheme(s) of the Company, i.e. 39,010,035 Shares
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.00001 each
“subsidiary” or “subsidiaries”	shall have the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	shall have the meaning ascribed to it under the Listing Rules
“treasury shares”	shall have the meaning ascribed to it under the Listing Rules

“US\$” United States dollars, the lawful currency of the United States of America

“%” per cent

By order of the Board
Laekna, Inc.
Dr. LU Chris Xiangyang
Chairman

Hong Kong, September 5, 2024

As at the date of this announcement, the Board comprises Dr. LU Chris Xiangyang, Ms. XIE Ling and Dr. GU Xiang-Ju Justin as executive Directors; Dr. WANG David Guowei and Mr. SUN Yuan as non-executive Directors; and Dr. YIN Xudong, Dr. LI Min and Mr. ZHOU Jian as independent non-executive Directors.