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Brii Biosciences Limited
騰盛博药生物科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2137)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Brii Biosciences Limited (the “**Company**”) will be held physically at One City Center, 110 Corcoran Street, Office 05-130, Durham, North Carolina, the United States of America and online via the Tricor e-Meeting System on Tuesday, June 20, 2023 at 8:00 a.m. (Hong Kong time) for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, the report of the directors of the Company (the “**Directors**”, collectively known as the “**Board**”) and the report of the auditor of the Company (the “**Auditor**”) for the year ended December 31, 2022.
2.
 - A. To re-elect Dr. Ankang Li as an executive Director.
 - B. To re-elect Ms. Grace Hui Tang as an independent non-executive Director.
 - C. To re-elect Mr. Yiu Wa Alec Tsui as an independent non-executive Director.
 - D. To re-elect Mr. Gregg Huber Alton as an independent non-executive Director.
 - E. To re-elect Dr. Taiyin Yang as an independent non-executive Director.
 - F. To authorise the Board to fix the remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as the Auditor to hold office until the next annual general meeting of the Company and to authorise the Board to fix its remuneration.

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

A. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the **“Shares”**) and to make or grant offers, agreements, options and other rights which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other rights which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
 - (i) a Rights Issue (as defined below); or
 - (ii) the grant or exercise of any option or award under any share scheme of the Company or any other scheme or similar arrangement for the time being adopted for the grant or issue to the directors of the Company, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of Shares or rights to acquire Shares; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares; or
 - (v) a specified authority granted by the shareholders of the Company (the **“Shareholders”**) in general meeting of the Company,

shall not exceed the aggregate of:

- (aa) 20% of the total number of issued Shares of the Company as at the date of passing of this resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the Shareholders) the total number of Shares of the Company bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares of the Company as at the date of passing of this resolution),

and the said approval shall be limited accordingly; and

- (d) for the purposes 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 to be held under the articles of association of the Company or the laws applicable to the Company; or
- (iii) the revocation or variation of such authority by an ordinary resolution passed at a general meeting of the Company.

“Rights Issue” means an offer of Shares, or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject in all cases 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 recognised regulatory body or any stock exchange, in any territory outside Hong Kong applicable to the Company).”

B. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to buy back its own Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and recognised 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/or the requirements of the Listing Rules or of any other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be bought back by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of this resolution, and the said authority shall be limited accordingly; and
- (c) for the purposes 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 to be held under the articles of association of the Company or the laws applicable to the Company; or
- (iii) the revocation or variation of such authority by an ordinary resolution passed at a general meeting of the Company.”

- C. **“THAT** conditional upon resolutions no. 4A and 4B 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, options and other rights which would or might require the exercise of such powers pursuant to resolution no. 4A above be and is hereby extended by the addition thereto of an amount representing the total number of Shares of the Company bought back by the Company under the authority granted pursuant to resolution no. 4B above, provided that such amount shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of the said resolution.”

SPECIAL RESOLUTION

5. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT:**

- (a) the existing memorandum and articles of association of the Company be and are hereby amended by the proposed amendments to the memorandum and articles of association of the Company as set out in Appendix II of the circular of the Company dated April 28, 2023 (the “**Proposed Amendments**”);
- (b) the amended and restated memorandum and articles of association, a copy of which has been produced to the AGM and initialled by the chairman of the AGM for the purpose of identification, reflecting all the Proposed Amendments, be and are hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association with immediate effect; and
- (c) any one of the Directors and/or the registered office provider of the Company (as applicable) be and is hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum and articles of association of the Company, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By order of the Board
Brii Biosciences Limited
Dr. Zhi Hong
Chairman

Hong Kong, April 28, 2023

Registered office:
PO Box 309, Ugland House
Grand Cayman, KY1 – 1104
Cayman Islands

Principal place of business in Hong Kong:
5/F, Manulife Place
348 Kwun Tong Road
Kowloon, Hong Kong

Notes:

1. Hybrid AGM

The Company will conduct a hybrid AGM with the combination of physical meeting and virtual meeting using the Tricor e-Meeting System which allows shareholders to participate the AGM online in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to view the live video broadcast of the AGM and participate in voting and submit questions online via their mobile phones, tablet, or computers. The live broadcast option can also broaden the reach of the AGM to shareholders who do not wish to attend physically or for other overseas shareholders who are unable to attend in person physically.

How to attend and vote

Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:

- (1) attend the AGM in person physically and vote at the AGM venue; or
- (2) attend the AGM via an online platform, namely, the Tricor e-Meeting System, which enables live streaming and interactive platform for questions and answers and submission of their votes online; or
- (3) appoint the chairman of the AGM or other persons as their proxies to vote on their behalf (whether physically or via the Tricor e-Meeting System).

Your proxy's authority and instruction will be revoked if you attend and vote in person physically at the AGM or via the Tricor e-Meeting System.

For the beneficial owners whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited would like to attend the AGM in person physically or online, they should consult directly with their banks or brokers or custodians (as the case may be) for the necessary arrangements.

2. The register of members of the Company will be closed from Thursday, June 15, 2023 to Tuesday, June 20, 2023, both dates inclusive, for the purpose of ascertaining the entitlement of the shareholders of the Company to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, June 14, 2023.
3. A shareholder of the Company entitled to attend and vote at the AGM convened by this notice is entitled to appoint one or more proxy to attend and vote in his stead. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
4. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 8:00 a.m. on Sunday, June 18, 2023) or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not prevent shareholders from attending and voting (whether physically or by mean of electronic facilities) at the AGM if they so wish.

In the case of appointment of proxies submitted in electronic form, the form of proxy must be electronically submitted via the Tricor e-Meeting System not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than Sunday, June 18, 2023 at 8:00 a.m.) or any adjournment thereof (as the case may be) by scanning the QR code or visiting the designated URL provided on the Notification Letter. Please use the username and password provided on the Notification Letter.

If your proxy (except when the chairman of the AGM is appointed as proxy) wishes to attend the AGM and vote online, you must provide a valid email address of your proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited. If no email address is provided, your proxy cannot attend the AGM and vote online. The email address so provided will be used by the Company's branch

share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, for providing the login details for attending and voting at the AGM via the Tricor e-Meeting System. If your proxy has not received the login details by email by 5:00 p.m. on Monday, June 19, 2023, you should contact the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, via telephone hotline at (852) 2975 0928 for the necessary arrangements.

5. In the case of joint registered holders of any shares of the Company, one of such joint registered holders may vote at the AGM, either in person or by proxy (whether physically or via the Tricor e-Meeting System), in respect of such shares as if he/she/it were solely entitled thereto; but if more than one of such joint registered holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy (whether physically or via the Tricor e-Meeting System), shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the website of the Company at <http://www.briibio.com> and on the website of the Stock Exchange at <http://www.hkexnews.hk> in accordance with the Listing Rules.
7. A circular containing further details concerning all ordinary resolutions and special resolution set out in the above notice will be sent to all shareholders of the Company on April 28, 2023 (the "**Circular**").
8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Dr. Zhi Hong and Dr. Ankang Li as executive Directors; Mr. Robert Taylor Nelsen as non-executive Director; and Dr. Martin J Murphy Jr, Ms. Grace Hui Tang, Mr. Yiu Wa Alec Tsui, Mr. Gregg Huber Alton and Dr. Taiyin Yang as independent non-executive Directors.