

Bri Biosciences Limited
騰盛博药生物科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code 股份代號: 2137)

NOTIFICATION LETTER 通知信函

Dear U.S. Shareholder⁽¹⁾,

April 12, 2024

Bri Biosciences Limited (the “Company”)

– Notification of 2023 Passive Foreign Investment Company (“PFIC”) Status

This notification letter is published on a voluntary basis and addressed to the shareholders of the Company (“Shareholders”) who are United States (“U.S.”) persons for purposes of the U.S. Internal Revenue Code (the “U.S. Shareholder”). It is not relevant to other Shareholders.

The Company, Bri Biosciences Offshore Limited (a wholly-owned subsidiary of the Company) and TSB Pharmaceutical Co. Limited (a 72.8%-owned subsidiary of the Company) (the “Relevant Companies”) meet the Internal Revenue Code definition of a passive foreign investment company for the taxable year ended December 31, 2023. The Company is hereby making available PFIC Annual Information Statements for the Relevant Companies for their taxable year ending December 31, 2023 pursuant to the requirements of Treasury Regulation Section 1.1295-1(j)(1) (the “2023 PFIC Annual Information Statements”). Details of the 2023 PFIC Annual Information Statements are set out in the Appendix section.

The 2023 PFIC Annual Information Statements contain information to enable you, should you choose, to elect to treat the Relevant Companies as a Qualified Electing Fund (“QEF”).

A U.S. shareholder, who makes a QEF election for either of the Relevant Companies, is required annually to include in his or her income, or his or her pro rata share, of the ordinary earnings and net capital gains for the Relevant Companies. The QEF election is made by completing and attaching Form 8621 for each PFIC to your federal income tax return filed by the due date of the return, including extensions.

U.S. shareholders are advised to consult with their tax advisors with respect to the 2023 PFIC Annual Information Statements and/or QEF election.

Further information on PFIC rules is available on the internet at the Internal Revenue Service website, including the following pages:

- Detailed information about PFICs and the QEF election: <https://www.irs.gov/instructions/i8621>
- Instructions to complete Form 8621: <https://www.irs.gov/pub/irs-pdf/i8621.pdf>
- Form 8621: <https://www.irs.gov/pub/irs-pdf/f8621.pdf>

THIS INFORMATION IS PROVIDED IN ORDER TO ASSIST SHAREHOLDERS IN MAKING CALCULATIONS AND DOES NOT CONSTITUTE TAX ADVICE. SHAREHOLDERS ARE ADVISED TO CONSULT THEIR OWN TAX ADVISORS CONCERNING THE OVERALL TAX CONSEQUENCES OF THE OWNERSHIP OF BRII BIOSCIENCES LIMITED ARISING IN THEIR OWN PARTICULAR SITUATIONS UNDER THE UNITED STATES FEDERAL, STATE, LOCAL OR FOREIGN LAW.

Yours faithfully,
For and on behalf of
Bri Biosciences Limited
Dr. Zhi Hong
Chairman

各位美國股東：

騰盛博药生物科技有限公司 (「本公司」)

– 就2023年被動外國投資公司 (「PFIC」) 狀態之通知

本通知信函乃自願刊發，並就《美國國內收入法》向身為美國 (「美國」) 人士的本公司股東 (「股東」) (「美國股東」) 發出，與其他股東無關。

截至2023年12月31日止應課稅年度，本公司、Bri Biosciences Offshore Limited (本公司的全資附屬公司) 及騰盛華創醫藥技術 (北京) 有限公司 (本公司持有72.8%股權的附屬公司) (「相關公司」) 符合《美國國內收入法》對被動外國投資公司的定義。根據《財政部法規》第1.1295-1(j)(1)條的規定，本公司謹此提供相關公司截至2023年12月31日止應課稅年度的PFIC年度資料聲明 (「2023年PFIC年度資料聲明」)。2023年PFIC年度資料聲明的詳情載於本公告末的附錄。

2023年PFIC年度資料聲明所載資料可使美國股東 (倘美國股東選擇作出) 選擇將相關公司視為合資格選擇基金 (「QEF」)。

就相關公司作出QEF選擇的美國股東，須每年將其於相關公司普通盈利及淨資本收益中賺取的收益或其所佔比例的收益計算在內。作出QEF選擇時，須填妥各PFIC涉及的表格8621，並將其隨附於報稅截止日期 (包括延期) 前提交的聯邦所得稅申報表。

美國股東應就2023年PFIC年度資料聲明及／或QEF選擇諮詢其稅務顧問。

有關PFIC規則的進一步資料，請透過互聯網訪問美國國內稅務署網站，包括以下頁面：

- 有關PFIC及QEF選擇的詳情：<https://www.irs.gov/instructions/i8621>
- 填寫表格8621的指示：<https://www.irs.gov/pub/irs-pdf/i8621.pdf>
- 表格8621：<https://www.irs.gov/pub/irs-pdf/f8621.pdf>

本資料乃為協助股東進行計算而提供，並不構成稅務建議。股東應根據美國聯邦法律、州法律、地方法律或外國法律，就其自身特定情況所產生有關騰盛博药生物科技有限公司所有權的整體稅務後果諮詢其稅務顧問。

代表
騰盛博药生物科技有限公司
主席
Zhi Hong 博士
謹啟

2024年4月12日

Appendix

2023 PFIC Annual Statements

Entity Name: Brie Biosciences Limited, Brie Biosciences Offshore Limited and TSB Pharmaceutical Co. Limited (the “Relevant Companies”)

The Relevant Companies are considered a “passive foreign investment company” for U.S. federal income tax purposes. The following information is provided to allow a shareholder of the Relevant Companies to make an election under Section 1295 of the Internal Revenue Code to treat the Relevant Companies as a Qualified Electing Fund for U.S. federal income tax purposes. The QEF Election is optional and can only be made by the shareholder of the Relevant Companies. The Relevant Companies are unable to make this election on behalf of the shareholder of the Relevant Companies. Please note that a QEF election may not be recognized for state income tax purposes in some states. The PFIC rules are complex. Please consult with your personal tax advisor to determine whether or not it is advisable for you to make a QEF Election with respect to your investment in the Relevant Companies.

- (1) This PFIC Annual Information statements applies to the tax period of the Relevant Companies:

Name	Beginning	Ending
Brie Biosciences Limited	1/1/2023	12/31/2023
Brie Biosciences Offshore Limited	1/1/2023	5/23/2023 ¹
TSB Pharmaceutical Co. Limited	1/1/2023	12/31/2023

(1: The Company plans to make election for Brie Biosciences Offshore Limited to become a disregarded entity for U.S. tax purposes after May 24, 2023.)

- (2) The Shareholder’s per-unit, per-day information for the Relevant Companies’ taxable period specified in paragraph (1) is provided in the below chart. **We recommend that all U.S. taxpayers consult a tax advisor concerning the overall tax consequences of their ownership in the Relevant Companies and their U.S. tax reporting requirements.**

Name	Ticker	Ordinary Earnings (US\$)	Net Capital Gains (US\$)
Brie Biosciences Limited	2137.HK	0.013310	0.013075
Brie Biosciences Offshore Limited	–	0	0
TSB Pharmaceutical Co. Limited	–	0	0

- (3) The amount of cash and fair market value of other property distributed or deemed distributed by the Company to the Shareholder during the Relevant Companies’ taxable period specified in paragraph (1) is as follows:

	Brie Biosciences Limited	Brie Biosciences Offshore Limited	TSB Pharmaceutical Co. Limited
Cash:	NONE	NONE	NONE
Fair Market Value of Property:	NONE	NONE	NONE

- (4) The Relevant Companies will permit their shareholders to inspect and copy the Relevant Companies’ permanent books of account, records, and such other documents as may be maintained by the Relevant Companies that are necessary to establish that PFIC ordinary earnings and net capital gain, as provided in Section 1293(e) of the Internal Revenue Code, are computed in accordance with U.S. income tax principles, and to verify these amounts and the shareholders of the Relevant Companies pro rata share thereof.

Additional Information

The following additional information is supplied to enable the shareholder of the Relevant Companies to complete IRS Form 8621:

(Please note: a shareholder of the Relevant Companies may have additional filing disclosures including, but not limited to, Forms 926, 5471, and/or 8938 as a result of the Shareholder’s investment in the Company. Please consult your tax advisor.)

Brie Biosciences Limited

Address of the PFIC: PO Box 309, Uglund House
Grand Cayman KY1 – 1104
Cayman Islands

Taxpayer Identification Number: 98-1648314
Country of Incorporation: Cayman Islands
Date of Incorporation: December 8, 2017

Brie Biosciences Offshore Limited

Address of the PFIC: PO Box 309, Uglund House
Grand Cayman KY1 – 1104
Cayman Islands

Taxpayer Identification Number: 98-1429867
Country of Incorporation: Cayman Islands
Date of Incorporation: May 23, 2018

TSB Pharmaceutical Co. Limited

Address of the PFIC: Room 302, 3/F, Building 7, No. 1 Yongtaizhuang North Road, Haidian District, Beijing, P.R. China

Taxpayer Identification Number: N/A
Country of Incorporation: People Republic of China
Date of Incorporation: May 20, 2020

附錄：

2023年PFIC年度聲明

實體名稱：騰盛博药生物科技有限公司、Brii Biosciences Offshore Limited及騰盛華創醫藥技術(北京)有限公司(「相關公司」)

就美國聯邦所得稅而言，相關公司可能被視為「被動外國投資公司」。以下資料乃為相關公司股東根據《美國國內收入法》第1295條作出選擇，以就美國聯邦所得稅將相關公司視為合資格選擇基金而提供。QEF選擇並非強制性，且僅可由相關公司的股東作出。相關公司無法代表相關公司的股東作出該項選擇。謹請注意，就某些州的州所得稅而言，QEF選擇可能不被承認，且PFIC規則較為複雜。請諮詢閣下的個人稅務顧問，以確定是否可就閣下於相關公司的投資作出QEF選擇。

(1) 本PFIC年度資料聲明適用於以下相關公司應課稅期間：

名稱	開始日期	截止日期
騰盛博药生物科技有限公司	2023年1月1日	2023年12月31日
Brii Biosciences Offshore Limited	2023年1月1日	2023年5月23日 ¹
騰盛華創醫藥技術(北京)有限公司	2023年1月1日	2023年12月31日

(1：就美國稅務而言，本公司計劃於2023年5月24日後選擇Brii Biosciences Offshore Limited成為單一納稅人。)

(2) 下圖載列第(1)段列明的相關公司應課稅期間股東的每單位、每日資料。我們建議所有美國納稅人就其在相關公司的所有權所產生的整體稅務後果及其美國稅務申報規定諮詢稅務顧問。

名稱	股份代號	普通盈利(美元)	淨資本收益(美元)
騰盛博药生物科技有限公司	2137.HK	0.013310	0.013075
Brii Biosciences Offshore Limited		0	0
騰盛華創醫藥技術(北京)有限公司		0	0

(3) 於第(1)段列明的相關公司應課稅期間，本公司向股東分派或視作分派的其他資產的現金數額及公允市值如下：

	騰盛博药生物科技 有限公司	Brii Biosciences Offshore Limited	騰盛華創醫藥技術(北京) 有限公司
現金：	無	無	無
資產公允市值：	無	無	無

(4) 相關公司將允許股東查閱及複製相關公司的永久賬冊、記錄以及相關公司可能備存的其他必要文件，以確定《美國國內收入法》第1293(e)條規定的PFIC普通盈利及淨資本收益乃根據美國所得稅原則計算，並核實有關金額以及相關公司的股東按比例分佔的金額。

額外資料：

請提供以下額外資料，以便相關公司的股東填妥IRS表格8621：

(謹請注意：相關公司的股東可能因投資於本公司而需要作出額外的申報資料披露，包括但不限於表格926、5471及/或8938。請諮詢閣下的稅務顧問。)

騰盛博药生物科技有限公司

PFIC地址：

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

納稅人識別號：

98-1648314

註冊成立國家：

開曼群島

註冊成立日期：

2017年12月8日

Brii Biosciences Offshore Limited

PFIC地址：

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

納稅人識別號：

98-1429867

註冊成立國家：

開曼群島

註冊成立日期：

2018年5月23日

騰盛華創醫藥技術(北京)有限公司

PFIC地址：

中國北京市海澱區永泰莊北路1號7號樓3層302室

納稅人識別號：

不適用

註冊成立國家：

中華人民共和國

註冊成立日期：

2020年5月20日