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Brii Biosciences Limited
腾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 online via the Vistra eVoting Portal on Tuesday, June 3, 2025 at 9:00 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, 2024.

2. A. To re-elect Dr. Ankang LI as an executive Director.

   B. To re-elect Mr. Gregg Huber ALTON as an independent non-executive Director.

   C. To re-elect Mr. Yiu Wa Alec TSUI as an independent non-executive Director.

   D. 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 (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), 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**") (including any sale or transfer of

treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) 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 (excluding treasury shares) 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 (excluding treasury shares) 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 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 (excluding treasury shares) 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 (including any sale or transfer of treasury shares out of treasury) 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 (excluding treasury shares) as at the date of passing of the said resolution."

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

Hong Kong, April 28, 2025

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

Principal place of business in Hong Kong:
Room 1920, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay, Hong Kong

Notes:

1. **Virtual AGM**

   The Company will conduct a virtual AGM using the Vistra eVoting Portal 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.

   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 via an online platform, namely, the Vistra eVoting Portal, which enables live streaming and interactive platform for questions and answers and submission of their votes online; or

   (2) appoint the chairman of the AGM or other persons as their proxies to vote on their behalf via the Vistra eVoting Portal.

   Your proxy's authority and instruction will be revoked if you attend and vote via the Vistra eVoting Portal.

   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, 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, May 29, 2025 to Tuesday, June 3, 2025, 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. (Hong Kong time) on Wednesday, May 28, 2025.

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 9:00 a.m. (Hong Kong time) on Sunday, June 1, 2025) 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 at the AGM if they so wish.

   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 Vistra eVoting Portal. If your proxy has not received the login details by email by 5:00 p.m. (Hong Kong time) on Monday, June 2, 2025, 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 or via email at emeeting@vistra.com 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 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 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 set out in the above notice will be sent to all shareholders of the Company on April 28, 2025.

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; 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.