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Brii Biosciences Limited
騰盛博藥生物科技有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2137)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) 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 virtually via the Tricor e-Meeting System on Wednesday, June 22, 2022 at 9:00 a.m. (Hong Kong time) (or immediately after the conclusion of the annual general meeting of the Company to be held on the same day) for the purpose of considering and, if thought fit, passing the following resolutions (with or without amendments) as ordinary resolutions of the Company.

Unless the context otherwise requires, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated March 29, 2022 (the “Circular”).

ORDINARY RESOLUTIONS

1. “THAT

- (a) the conditional grant of 911,000 RSUs to Dr. Hong in accordance with the terms of the Post-IPO Share Award Scheme, subject to all applicable laws, rules, regulations and the relevant award agreement (the “**Proposed RSU Grant to Dr. Hong**”) be hereby approved, confirmed and ratified; and
- (b) any one or more of the directors of the Company, with the exception of Dr. Hong, be authorized to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed RSU Grant to Dr. Hong under the specific mandate granted to the Directors by the shareholders of the Company at the extraordinary general meeting of the Company held on June 22, 2021, such that the new Shares to be allotted and issued by the Company under the Proposed RSU Grant to Dr. Hong will rank *pari passu* in all respects among themselves and with all the Shares of the Company in issue from time to time, and be and is hereby authorized to, on behalf of the Company, take all such actions, do all such things, and sign, seal, execute and deliver all such documents, which in his opinion may be necessary, appropriate, desirable or expedient for the purpose of, in connection with, giving effect to and/or to implement the transactions contemplated in 1(a) above.”

2. “THAT

- (a) the conditional grant of 607,000 RSUs to Mr. Luo in accordance with the terms of the Post-IPO Share Award Scheme, subject to all applicable laws, rules, regulations and the relevant award agreement (the “**Proposed RSU Grant to Mr. Luo**”) be hereby approved, confirmed and ratified; and
- (b) any one or more of the directors of the Company, with the exception of Mr. Luo, be authorized to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed RSU Grant to Mr. Luo under the specific mandate granted to the Directors by the shareholders of the Company at the extraordinary general meeting of the Company held on June 22, 2021, such that the new Shares to be allotted and issued by the Company under the Proposed RSU Grant to Mr. Luo will rank pari passu in all respects among themselves and with all the Shares of the Company in issue from time to time, and be and is hereby authorized to, on behalf of the Company, take all such actions, do all such things, and sign, seal, execute and deliver all such documents, which in his opinion may be necessary, appropriate, desirable or expedient for the purpose of, in connection with, giving effect to and/or to implement the transactions contemplated in 2(a) above.”

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

Hong Kong, March 29, 2022

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

Principal place of business in Hong Kong:
Level 54, Hopewell Centre
183 Queen’s Road East
Hong Kong

Notes:

- (1) The register of members of the Company will be closed from Friday, June 17, 2022 to Wednesday, June 22, 2022, both dates inclusive, for the purpose of ascertaining the entitlement of the shareholders of the Company to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Thursday, June 16, 2022.
- (2) A shareholder of the Company entitled to attend and vote at the EGM 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.
- (3) A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person or via the Tricor e-Meeting System at the EGM or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.
- (4) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time for the holding of the EGM (i.e. not later than Monday, June 20, 2022 at 9:00 a.m. (Hong Kong time)) or adjournment thereof (as the case may be).
- (5) In the case of joint registered holders of any shares of the Company, one of such joint registered holders may vote at the EGM, either in person or by proxy (whether physically or via 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 EGM, the vote of the senior who tenders a vote, whether in person or by proxy (whether physically or via 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 EGM 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) In light of the ongoing COVID-19 pandemic, mass gatherings would potentially impose a significant risk in terms of the spread of the virus. The EGM will be held physically at One City Center, 110 Corcoran Street, Office 05-130, Durham, North Carolina, the United States of America and virtually via the Tricor e-Meeting System. Although Shareholders are welcome to attend the EGM in person if they so wish, for the safety of the shareholders, staff and stakeholders of the Company, the Company encourages shareholders of the Company, instead of attending the EGM in person, to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM by completing and returning the accompanying form of proxy in accordance with the instructions printed thereon, or attend virtually via the Tricor e-Meeting System.

To better protect the safety and health of the shareholders of the Company and other persons attending the EGM in person, the Company will implement certain precautionary measures at the venue of the EGM, details of which are set out in the section headed "SPECIAL ARRANGEMENTS FOR THE EGM" of the Circular. To the extent permitted under law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue in order to ensure the safety of other attendees at the EGM.

All registered shareholders of the Company will be able to join the EGM or any adjourned meeting thereof either physically in the United States of America or via the Tricor e-Meeting System. The Tricor e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. Non-registered shareholders of the Company whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the EGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

- (8) Shareholders who would like to attend the EGM electronically via the Tricor e-Meeting System can follow the instructions by using the designated URL and the login details provided on the Notification Letter (dispatched together with the Circular). Shareholders of the Company MUST NOT forward the URL and your login details to other persons who are not the shareholders of the Company and who are not entitled to attend the EGM.
- (9) Shareholders who wish to attend the EGM and exercise their voting rights can be achieved in one of the following ways:
- (1) attend the EGM physically in the United States of America; or
 - (2) attend the EGM electronically via the Tricor e-Meeting System which enables live streaming and interactive platform for submitting questions and voting online; or
 - (3) appoint the chairman of the EGM or other persons as your proxy by form of proxy or providing their email address for receiving the designated log-in username and password to attend and vote on your behalf physically at the EGM or via the Tricor e-Meeting System.

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

- (10) Shareholders can submit their questions to the board of directors of the Company in advance of the EGM by sending email to ir@briibio.com before 9:00 a.m. (Hong Kong time) on Monday, June 20, 2022 (being not less than 48 hours before the time appointed for the EGM). Shareholders attending the EGM using the Tricor e-Meeting System can also submit their questions online during the EGM. The Company will endeavour to answer as many relevant questions as possible at the EGM and, for questions which have not been dealt with at the EGM, the Company will respond to such questions as soon as practicable after the EGM.
- (11) Subject to the development of COVID-19, the Company may implement further changes to the EGM arrangements at a short notice. Shareholders are advised to check the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.briibio.com>) for the latest announcement and information relating to the EGM.

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