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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 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 virtually via the Tricor e-Meeting System on Wednesday, June 22, 2022 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, 2021.
2.
 - A. To re-elect Dr. Zhi Hong as an executive Director.
 - B. To re-elect Mr. Yongqing Luo as an executive Director.
 - C. To re-elect Mr. Robert Taylor Nelsen as a non-executive Director.
 - D. To re-elect Dr. Axel Bouchon as a non-executive Director.
 - E. 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 under any share option 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.”

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

Hong Kong, May 20, 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 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 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 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.
3. A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, 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 AGM 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 AGM (i.e. not later than Monday, June 20, 2022 at 8:00 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 AGM, 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 AGM, 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 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. 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 AGM 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 AGM 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 AGM in person, to appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM 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 AGM in person, the Company will implement certain precautionary measures at the venue of the AGM, details of which are set out in the section headed "SPECIAL ARRANGEMENTS FOR THE AGM" of the Circular (as defined below). To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of other attendees at the AGM.

All registered shareholders of the Company will be able to join the AGM 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 AGM, 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 AGM 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 AGM.
9. 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 physically in the United States of America; or
 - (2) attend the AGM 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 AGM 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 AGM or via the Tricor e-Meeting System.

Your proxy's authority and instruction will be revoked if you attend and vote at the AGM 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 AGM by sending email to ir@briibio.com before 8:00 a.m. (Hong Kong time) on Monday, June 20, 2022 (being not less than 48 hours before the time appointed for the AGM). Shareholders attending the AGM using the Tricor e-Meeting System can also submit their questions online during the AGM. The Company will endeavour to answer as many relevant questions as possible at the AGM and, for questions which have not been dealt with at the AGM, the Company will respond to such questions as soon as practicable after the AGM.
11. Subject to the development of COVID-19, the Company may implement further changes to the AGM 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 AGM.
12. A circular containing further details concerning the ordinary resolutions no. 1, 2, 3, 4(A), 4(B) and 4(C) set out in the above notice will be sent to all shareholders of the Company on May 20, 2022 (the "**Circular**").
13. 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 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.