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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON JUNE 20, 2023
AND
ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

References are made to the notice of annual general meeting (the “**Notice**”) of Brii Biosciences Limited (the “**Company**”) dated April 28, 2023 and the circular of the Company (the “**Circular**”) dated April 28, 2023. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that at the AGM held on Monday, June 19, 2023, at 8:00 p.m. (The Eastern Time)/Tuesday, June 20, 2023 at 8:00 a.m. (Hong Kong Time), all the proposed resolutions as set out in the Notice were taken by way of poll.

The poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Votes Cast (Approximate percentage of number of votes cast (%))	
		For	Against
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.	47,096,956 (100.00%)	0 (0.00%)
2A.	To re-elect Dr. Ankang Li as an executive Director.	47,089,731 (99.98%)	7,225 (0.02%)
2B.	To re-elect Ms. Grace Hui Tang as an independent non-executive Director.	46,521,983 (98.78%)	574,973 (1.22%)
2C.	To re-elect Mr. Yiu Wa Alec Tsui as an independent non-executive Director.	45,990,033 (97.65%)	1,106,923 (2.35%)

Ordinary Resolutions		Number of Votes Cast (Approximate percentage of number of votes cast (%))	
		For	Against
2D.	To re-elect Mr. Gregg Huber Alton as an independent non-executive Director.	47,023,531 (99.84%)	73,425 (0.16%)
2E.	To re-elect Dr. Taiyin Yang as an independent non-executive Director.	47,096,956 (100.00%)	0 (0.00%)
2F.	To authorise the Board to fix the remuneration of the Directors.	47,096,956 (100.00%)	0 (0.00%)
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.	47,096,956 (100.00%)	0 (0.00%)
4A.	To grant a general mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the relevant resolution.	29,004,996 (61.59%)	18,091,960 (38.41%)
4B.	To grant a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the relevant resolution.	47,096,956 (100.00%)	0 (0.00%)
4C.	To extend, conditional upon the above ordinary resolutions no. 4(A) and 4(B) being duly passed, the authority given to the Directors pursuant to ordinary resolution no. 4(A) to issue additional shares of the Company by adding the number of shares of the Company bought back under ordinary resolution no. 4(B).	29,383,496 (62.39%)	17,713,460 (37.61%)
Special Resolution		Number of Votes Cast (Approximate percentage of number of votes cast (%))	
		For	Against
5.	To amend the existing memorandum and articles of association of the Company with details set out in Appendix II of the circular of the Company dated April 28, 2023 and approve and adopt the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company.	45,528,771 (96.67%)	1,568,185 (3.33%)

Notes:

- (a) The full text of the above resolutions appears in the Notice.
- (b) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 4(C) at the AGM, such resolutions were duly passed as ordinary resolutions.
- (c) As more than 75% of the votes were cast in favour of the resolution numbered 5 at the AGM, such resolution was duly passed as a special resolution.
- (d) As at the date of the AGM, the total number of Shares in issue was 727,694,378 Shares.
- (e) The total number of Shares entitling the holder to attend and vote on the resolutions at the AGM was 727,694,378 Shares.
- (f) There were no Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules.
- (g) No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (h) None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.
- (i) The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (j) Dr. Zhi Hong, Dr. Ankang Li, Mr. Robert Taylor Nelsen, Dr. Martin J Murphy Jr, Ms. Grace Hui Tang and Mr. Yiu Wa Alec Tsui attended the AGM in person or by electronic means.

ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board hereby announces that, pursuant to the resolution numbered 5 above, the amended and restated memorandum and articles of association of the Company (the “**Amended and Restated Memorandum and Articles of Association**”) containing all the Proposed Amendments have been adopted in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with effect from the conclusion of the AGM. Please refer to the Circular for details of the Proposed Amendments. The full text of the Amended and Restated Memorandum and Articles of Association is made available on the websites of The Stock Exchange of Hong Kong Limited and the Company.

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

Hong Kong, June 20, 2023

As at the date of this announcement, 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.