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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 online via the Tricor e-Meeting System on Monday, August 21, 2023 at 9:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, passing the following resolutions (with or without amendments) as ordinary resolutions of the Company.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the new shares of the Company (the “**Shares**”) to be allotted and issued pursuant to the exercise of any options granted under the 2023 share option scheme of the Company (the “**2023 Share Option Scheme**”), the rules of which are contained in the document marked “A” produced to the EGM and initialled by the chairman of the EGM for the purpose of identification, the 2023 Share Option Scheme be and is hereby approved and adopted, and any directors of the Company be and is hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as he may in his absolute discretion consider necessary or expedient in order to give effect to the 2023 Share Option Scheme, including without limitation:
 - (i) to administer and operate the 2023 Share Option Scheme under which options will be granted to eligible participants under the 2023 Share Option Scheme to subscribe for shares in the Company;
 - (ii) to modify and/or amend the 2023 Share Option Scheme from time to time, provided that such modification and/or amendment is/are effected in accordance with the provisions of the 2023 Share Option Scheme relating to modification and/or amendment and is in compliance with Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) (the “**Listing Rules**”);

- (iii) to grant options to subscribe for Shares under the 2023 Share Option Scheme and to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the exercise of the options granted under the 2023 Share Option Scheme and subject to the Listing Rules;
 - (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares that may be allotted and issued pursuant to the exercise of the options granted under the 2023 Share Option Scheme; and
 - (v) to consent, if he so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Option Scheme; and
- (b) subject to and conditional upon the 2023 Share Option Scheme becoming unconditional and effective, the existing share option scheme of the Company which was adopted by the Company on June 22, 2021 (the “**Existing Share Option Scheme**”) be and is hereby terminated except that the provisions of the Existing Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior to its termination, or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme.”

2. “**THAT:**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the new Shares to be allotted and issued underlying the share awards granted in accordance with the terms and conditions of the 2023 share award scheme of the Company (the “**2023 Share Award Scheme**”), the rules of which are contained in the document marked “B” produced to the EGM and initialled by the chairman of the EGM for the purpose of identification, the 2023 Share Award Scheme be and is hereby approved and adopted, and any directors of the Company be and is hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as he may in his absolute discretion consider necessary or expedient in order to give effect to the 2023 Share Award Scheme, including without limitation:
 - (i) to administer and operate the 2023 Share Award Scheme under which share awards will be granted to eligible participants under the 2023 Share Award Scheme;

- (ii) to modify and/or amend the 2023 Share Award Scheme from time to time, provided that such modification and/or amendment is/are effected in accordance with the provisions of the 2023 Share Award Scheme relating to modification and/or amendment and is in compliance with Chapter 17 of the Listing Rules;
 - (iii) to grant share awards under the 2023 Share Award Scheme and to allot and issue and/or purchase from time to time such number of Shares as may be required to be allotted and issued and/or purchased in respect of the share awards granted in accordance with the terms and conditions of the 2023 Share Award Scheme and subject to the Listing Rules;
 - (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares that may be allotted and issued underlying the share awards granted in accordance with the terms and conditions of the 2023 Share Award Scheme; and
 - (v) to consent, if he so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Award Scheme; and
- (b) subject to and conditional upon the 2023 Share Award Scheme becoming unconditional and effective, the existing share award scheme of the Company which was adopted by the Company on June 22, 2021 (the “**Existing Share Award Scheme**”) be and is hereby terminated except that the provisions of the Existing Share Award Scheme will remain in full force and effect to the extent necessary to give effect to the share awards granted or Shares purchased pursuant to the Existing Share Award Scheme prior to its termination, or otherwise as may be required in accordance with the provisions of the Existing Share Award Scheme.”
3. “**THAT** subject to and conditional upon the passing of resolutions numbered 1 and 2, the Scheme Mandate Limit (as defined in the 2023 Share Option Scheme and the 2023 Share Award Scheme) on the total number of Shares which may be issued in respect of all options and awards involving issue of new Shares that may be granted under the 2023 Share Option Scheme, the 2023 Share Award Scheme and any other share scheme(s) of the Company, representing 10% of the total number of Shares in issue at the date of the passing of this resolution, be and is hereby approved and adopted and any directors of the Company be and is hereby authorized to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he may in his absolute discretion consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit.”

4. “**THAT** subject to and conditional upon the passing of resolutions numbered 1 and 2, the Service Provider Sublimit (as defined in the 2023 Share Option Scheme and the 2023 Share Award Scheme) on the total number of Shares which may be issued in respect of all options and awards involving issue of new Shares that may be granted under the 2023 Share Option Scheme, the 2023 Share Award Scheme and any other share scheme(s) of the Company to the Service Providers (as defined in the 2023 Share Option Scheme and the 2023 Share Award Scheme), representing 1% of the total number of Shares in issue at the date of the passing of this resolution, be and is hereby approved and adopted and any directors of the Company be and is hereby authorized to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he may in his absolute discretion consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

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

Hong Kong, August 4, 2023

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

Principal place of business in Hong Kong:
5/F, Manulife Place
348 Kwun Tong Road
Kowloon, Hong Kong

Notes:

1. **Virtual EGM**

The Company will conduct a virtual EGM using the Tricor e-Meeting System which allows shareholders to participate the EGM 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 EGM 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 EGM and exercise their voting rights can be achieved in one of the following ways:

- (1) attend the EGM via an online platform, namely, the Tricor e-Meeting System, which enables live streaming and interactive platform for questions and answers and submission of their votes online; or
- (2) appoint the chairman of the EGM or other persons as their proxies to vote on their behalf via the Tricor e-Meeting System.

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

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 EGM, 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 Wednesday, August 16, 2023 to Monday, August 21, 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, August 15, 2023.
3. 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.
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 EGM (i.e. not later than 9:00 a.m. on Saturday, August 19, 2023) 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 EGM if they so wish.

If your proxy (except when the chairman of the EGM is appointed as proxy) wishes to attend the EGM 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 EGM 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 EGM via the Tricor e-Meeting System. If your proxy has not received the login details by email by 5:00 p.m. on Sunday, August 20, 2023, 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@hk.tricorglobal.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 EGM 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 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. 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 August 4, 2023 (the “**Circular**”).
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; 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.