

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional advisor for independent advice.

**If you have sold or transferred** all your shares in Bii Biosciences Limited, you should at once hand this circular, together with the enclosed form of proxy to the purchaser or the transferee or to the licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**Bii 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)**

- (1) PROPOSALS FOR ADOPTION OF THE AUDITED  
CONSOLIDATED FINANCIAL STATEMENTS;**  
**(2) RE-ELECTION OF RETIRING DIRECTORS;**  
**(3) RE-APPOINTMENT OF AUDITOR;**  
**(4) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES;**  
**AND**  
**(5) NOTICE OF ANNUAL GENERAL MEETING**

---

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular, unless the context otherwise requires. A letter from the Board is set out on pages 6 to 11 of this circular.

A notice convening the AGM to be held as a virtual meeting via the Tricor e-Meeting System on Tuesday, June 25, 2024 at 8:30 a.m. (Hong Kong time) is set out on pages 20 to 25 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend and vote online at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e. not later than Sunday, June 23, 2024 at 8:30 a.m.) (Hong Kong time)) or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting 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.

April 26, 2024

---

## CONTENTS

---

	<i>Page</i>
<b>GUIDANCE FOR THE ANNUAL GENERAL MEETING</b> .....	1
<b>DEFINITIONS</b> .....	3
<b>LETTER FROM THE BOARD</b> .....	6
1. INTRODUCTION .....	6
2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS .....	7
3. RE-ELECTION OF THE RETIRING DIRECTORS .....	7
4. RE-APPOINTMENT OF AUDITOR .....	8
5. GENERAL MANDATE TO ISSUE SHARES .....	8
6. GENERAL MANDATE TO BUY-BACK SHARES .....	9
7. ANNUAL GENERAL MEETING .....	9
8. ACTION TO BE TAKEN .....	10
9. VOTING BY WAY OF POLL .....	10
10. CLOSURE OF REGISTER OF MEMBERS .....	11
11. ADDITIONAL INFORMATION .....	11
12. RESPONSIBILITY STATEMENT .....	11
13. RECOMMENDATION .....	11
 <b>APPENDIX I – DETAILS OF THE RETIRING DIRECTORS                     PROPOSED FOR RE-ELECTION</b> .....	 12
 <b>APPENDIX II – EXPLANATORY STATEMENT ON GENERAL                     MANDATE TO BUY-BACK SHARES</b> .....	 17
 <b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	 20

---

## **GUIDANCE FOR THE ANNUAL GENERAL MEETING**

---

### **VIRTUAL ANNUAL GENERAL MEETING**

A virtual Annual General Meeting enables the Shareholders to attend the meeting via an online platform allowing them to attend, participate, submit questions and vote electronically and to view live streaming of the Annual General Meeting.

Shareholders participating in the Annual General Meeting via such online platform will also be counted towards the quorum. The inability of any Shareholder or his proxy or (in the case of a Shareholder being a corporation) its duly authorised representative to access, or continue to access, such online platform despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the Annual General Meeting or the resolutions passed, or any business conducted at the meeting or any action taken pursuant to such business provided that a quorum is present throughout the meeting.

### **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 Annual General Meeting 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 Annual General Meeting or other persons as their proxies to vote on their behalf via the Tricor e-Meeting System.

**Shareholders can refer to the notice of the Annual General Meeting and the Online Meeting User Guide (by scanning the QR code provided on the Notification Letter, which is expected to be despatched to the Shareholders on Tuesday, June 18, 2024 by post) in relation to attending the Annual General Meeting by electronic means.**

Shareholders should note that only one device is allowed per login. Please keep the login details in safe custody for use at the Annual General Meeting and do not disclose them to anyone else. Neither the Company nor its share registrar assumes any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for attendance, voting or otherwise. The submission of the vote through Tricor e-Meeting System using your login details will be conclusive evidence that the vote was cast by you as a Shareholder. The Company, its agents and its share registrar take no responsibility for all or any loss or other consequence caused by or resulting from any unauthorised use of the login details.

---

## **GUIDANCE FOR THE ANNUAL GENERAL MEETING**

---

If your proxy (except when the chairman of the Annual General Meeting is appointed as proxy) wishes to attend the Annual General Meeting 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 Annual General Meeting 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 Annual General Meeting via the Tricor e-Meeting System. If your proxy has not received the login details by email by 5:00 p.m. (Hong Kong time) on Monday, June 24, 2024, 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](mailto:emeeting@hk.tricorglobal.com) for the necessary arrangements.

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 Annual General Meeting, they should consult directly with their banks or brokers or custodians (as the case may be) for the necessary arrangements. You will be asked to provide your email address which 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 the Annual General Meeting electronically in the Tricor e-Meeting System.

---

## DEFINITIONS

---

*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held online via the Tricor e-Meeting System on Tuesday, June 25, 2024 at 8:30 a.m. (Hong Kong time) or any adjournment thereof (as the case may be), the notice of which is set out on pages 20 to 25 of this circular
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Audit and Risk Committee”	the audit and risk committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Brii Biosciences Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“core connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“General Mandate to Buy-back Shares”	the general mandate proposed to be granted to the Directors at the AGM to buy back Shares up to a maximum of 10% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of the passing of the relevant resolution approving such grant
“General Mandate to Issue Shares”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with additional Shares (including any sale or transfer of treasury Shares out of treasury) of up to a maximum of 20% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of the passing of the relevant resolution approving such grant
“Group”	the Company and its subsidiaries from time to time

---

## DEFINITIONS

---

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	April 22, 2024 being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“Post-IPO Share Award Scheme”	the post-IPO share award scheme adopted by the Company on June 22, 2021 and terminated on September 1, 2023
“Post-IPO Share Option Scheme”	the post-IPO share option scheme adopted by the Company on June 22, 2021 and terminated on September 1, 2023
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Pre-IPO Share Incentive Plan”	the pre-IPO share incentive plan adopted by the Company on October 30, 2018, as amended from time to time
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“RSU(s)”	restricted share unit(s) granted pursuant to the Post-IPO Share Award Schemes
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of par value US\$0.000005 each in the share capital of the Company

---

## DEFINITIONS

---

“Shareholder(s)”	holder(s) of Share(s)
“Strategy Committee”	the strategy committee of the Board
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on June 11, 2024 and as amended from time to time
“US” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”	United States dollars, the lawful currency of the US
“%”	per cent

\* *For identification purposes only*

---

LETTER FROM THE BOARD

---



**Bri 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)**

*Executive Directors:*

Dr. Zhi Hong (*Chairman of the Board  
and Chief Executive Officer*)  
Dr. Ankang Li

*Registered office:*

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

*Non-executive Director:*

Mr. Robert Taylor Nelsen

*Head office and principal place  
of business in PRC:*

3rd Floor, Building 7  
Zhongguancun Dongsheng  
International Science Park  
No. 1 North Yongtaizhuang Road  
Haidian District, Beijing 100192  
China

*Independent non-executive Directors:*

Dr. Martin J Murphy Jr  
Ms. Grace Hui Tang  
Mr. Yiu Wa Alec Tsui  
Mr. Gregg Huber Alton  
Dr. Taiyin Yang

*Principal place of business in  
Hong Kong:*

5/F, Manulife Place  
348 Kwun Tong Road  
Kowloon, Hong Kong

April 26, 2024

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSALS FOR ADOPTION OF THE AUDITED  
CONSOLIDATED FINANCIAL STATEMENTS;**  
**(2) RE-ELECTION OF RETIRING DIRECTORS;**  
**(3) RE-APPOINTMENT OF AUDITOR;**  
**(4) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES;**  
**AND**  
**(5) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with the notice of the AGM and the following proposals to be put forward at the AGM: (i) the adoption of the audited consolidated financial statements; (ii) the re-election of the retiring Directors; (iii) the re-appointment of auditor; (iv) the grant to the Directors of the General Mandate to Issue Shares; and (v) the grant to the Directors of the General Mandate to Buy-back Shares.



---

## LETTER FROM THE BOARD

---

### **2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS**

The audited consolidated financial statements of the Group for the year ended December 31, 2023 together with the report of the Directors are set out in the annual report of the Company for the year ended December 31, 2023, which has been dispatched to the Shareholders and are available in English and Chinese under the Investor Relations section of the website of the Company (<http://www.briibio.com>) and the website of the Stock Exchange (<http://www.hkexnews.hk>).

The aforesaid audited consolidated financial statements were audited by Deloitte Touche Tohmatsu, the auditor of the Company, and reviewed by the Audit and Risk Committee. The report of the auditor of the Company is set out on pages 78 to 82 of the annual report of the Company for the year ended December 31, 2023.

### **3. RE-ELECTION OF THE RETIRING DIRECTORS**

In accordance with Article 16.19 of the Articles of Association, Dr. Zhi Hong, Ms. Grace Hui Tang and Dr. Martin J Murphy Jr shall retire by rotation at the AGM. All of the above Directors, being eligible, have offered themselves for re-election at the AGM.

The Board and the Nomination Committee had assessed and reviewed the annual written confirmation of independence of Dr. Martin J Murphy Jr and Ms. Grace Hui Tang, independent non-executive Directors proposed to be re-elected at the AGM, for the year ended December 31, 2023 and considered that they satisfied all the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Board and the Nomination Committee are of the view that Dr. Zhi Hong, Ms. Grace Hui Tang and Dr. Martin J Murphy Jr have a diversity of comprehensive business experience that contributes invaluable expertise, continuity and stability to the Board and the Company has benefited greatly from their contribution and valuable insights derived from their in-depth knowledge of the Company. The Board and the Nomination Committee believe that they will continue to contribute effectively to the Board.

Having regard to the board diversity policy and the director nomination policy adopted by the Company, the Nomination Committee recommended the re-election of the aforesaid Directors to the Board. Accordingly, the Board has proposed that each of the aforesaid Directors, namely Dr. Zhi Hong, Ms. Grace Hui Tang and Dr. Martin J Murphy Jr, stands for re-election as Director by way of separate resolution at the AGM.

Details of the aforesaid retiring Directors proposed to be re-elected at the AGM are set out in Appendix I of this circular.

---

## LETTER FROM THE BOARD

---

### 4. RE-APPOINTMENT OF AUDITOR

In accordance with Rule 13.88 of the Listing Rules, the Company proposes to re-appoint Deloitte Touche Tohmatsu as the auditor of the Company to hold office until the next annual general meeting of the Company and to authorise the Board to fix its remuneration for the year ending December 31, 2024. The re-appointment of the auditor of the Company has been reviewed by the Audit and Risk Committee which made recommendation to the Board that the re-appointment be submitted and proposed for Shareholders' approval at the AGM.

### 5. GENERAL MANDATE TO ISSUE SHARES

Resolutions of the Company were passed at the annual general meeting of the Company held on 20 June 2023, pursuant to which a general mandate was granted to the Directors to issue Shares (including any sale or transfer of treasury Shares). Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares (including any sale or transfer of treasury Shares) if and when appropriate, an ordinary resolution no. 4(A) will be proposed at the AGM that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with new Shares (including any sale or transfer of treasury Shares out of treasury) up to a maximum of 20% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of the passing of such ordinary resolution. As at the Latest Practicable Date, there were 729,792,439 issued Shares. Subject to the passing of the relevant ordinary resolution to approve the General Mandate to Issue Shares and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company will be authorised to allot, issue and deal with (or transfer out of treasury) up to a maximum of 145,958,487 Shares under the General Mandate to Issue Shares.

In addition, it is further proposed, by way of a separate ordinary resolution, that the General Mandate to Issue Shares be extended so that the Directors be given a general mandate to issue further number of Shares (including any sale or transfer of treasury Shares out of treasury) equal to the total number of Shares bought back under the General Mandate to Buy-back Shares.

Subject to the approval of Shareholders, the Company may only use the General Mandate to Issue Shares for the sale or transfer of treasury Shares after the amendments to the Listing Rules relating to treasury shares come into effect.

The General Mandate to Issue Shares, if granted, will continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company after the AGM; (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 or the laws applicable to the Company; and (iii) the revocation or variation of such authority by an ordinary resolution passed at a general meeting of the Company.

---

## LETTER FROM THE BOARD

---

### 6. GENERAL MANDATE TO BUY-BACK SHARES

Resolutions of the Company were passed at the annual general meeting of the Company held on 20 June 2023, pursuant to which a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution no. 4(B) will be proposed at the AGM that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to buy back Shares on the Stock Exchange up to a maximum of 10% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of passing of such ordinary resolution. As at the Latest Practicable Date, there were 729,792,439 issued Shares. Subject to the passing of the relevant ordinary resolution approving the General Mandate to Buy-back Shares and on the basis that no further Shares are issued or bought back by the Company between the Latest Practicable Date and the date of the AGM, the Company will be authorised to buy back a maximum of 72,979,243 Shares under the General Mandate to Buy-back Shares.

The General Mandate to Buy-back Shares, if granted, will continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company after the AGM; (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 or the laws applicable to the Company; and (iii) the revocation or variation of such authority by an ordinary resolution passed at a general meeting of the Company.

An explanatory statement containing information relating to the General Mandate to Buy-back Shares as required pursuant to the Listing Rules is set out in Appendix II of this circular.

### 7. ANNUAL GENERAL MEETING

The Company will conduct a virtual Annual General Meeting using the Tricor e-Meeting System which allows Shareholders to participate the Annual General Meeting 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 Annual General Meeting and participate in voting and submit questions online via their mobile phones, tablet, or computers.

Shareholders can refer to the notice of the Annual General Meeting and the Online Meeting User Guide (by scanning the QR code provided on the Notification Letter, which is expected to be despatched to the Shareholders on Tuesday, June 18, 2024 by post) in relation to attending the Annual General Meeting by electronic means.

The notice convening the AGM is set out on pages 20 to 25 of this circular.

At the Annual General Meeting, the ordinary resolutions will be proposed to the Shareholders to consider and approve: (i) the adoption of the audited consolidated financial statements; (ii) the re-election of the retiring Directors; (iii) the re-appointment of auditor; (iv) the grant to the Directors of the General Mandate to Issue Shares; and (v) the grant to the Directors of the General Mandate to Buy-back Shares.

---

## LETTER FROM THE BOARD

---

### 8. ACTION TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed herewith. Whether or not you intend to attend the Annual General Meeting, you are requested to submit your proxy appointment electronically or complete the form of proxy and return it to 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 Annual General Meeting (i.e. not later than Sunday, June 23, 2024, at 8:30 a.m. (Hong Kong time)) 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 Annual General Meeting if they so wish.

If your proxy (except when the chairman of the Annual General Meeting is appointed as proxy) wishes to attend the Annual General Meeting 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 Annual General Meeting 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 Annual General Meeting via the Tricor e-Meeting System. If your proxy has not received the login details by email by 5:00 p.m. (Hong Kong time) on Monday, June 24, 2024, 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](mailto:emeeting@hk.tricorglobal.com) for the necessary arrangements.

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 Annual General Meeting, they should consult directly with their banks or brokers or custodians (as the case may be) for the necessary arrangements. You will be asked to provide your email address which 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 the Annual General Meeting electronically in the Tricor e-Meeting System.

### 9. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions to be considered and, if thought fit, passed at the AGM will be voted by way of poll by the Shareholders.

On a poll, every Shareholder present via the Tricor e-Meeting System or by proxy or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

---

## LETTER FROM THE BOARD

---

After the conclusion of the AGM, an announcement on the poll results will be published on the respective websites of the Stock Exchange and the Company under Rule 13.39(5) of the Listing Rules.

### 10. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, June 20, 2024 to Tuesday, June 25, 2024 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting 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, June 19, 2024.

### 11. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Retiring Directors Proposed for Re-election) and Appendix II (Explanatory Statement on General Mandate to Buy-back Shares) of this circular.

### 12. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 13. RECOMMENDATION

The Board considers that (i) the adoption of the audited consolidated financial statements; (ii) the re-election of the retiring Directors; (iii) the re-appointment of auditor; (iv) the grant to the Directors of the General Mandate to Issue Shares; and (v) the grant to the Directors of the General Mandate to Buy-back Shares as set out respectively in the notice of the AGM are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

Yours faithfully,  
By order of the Board  
**Brii Biosciences Limited**  
**Dr. Zhi Hong**  
*Chairman*

*The following are the details of the retiring Directors proposed to be re-elected at the AGM.*

## EXECUTIVE DIRECTOR

### 1. Dr. Zhi Hong

**Dr. Zhi Hong**, aged 60, was appointed as a Director on March 2, 2018 and re-designated as an executive Director and the chairman of the Board on March 24, 2021. He has been the chief executive officer of the Company since February 23, 2018 and a member of the Nomination Committee since September 1, 2022. He was the chairman of the Nomination Committee from July 13, 2021 to September 1, 2022, and the chairman of the Strategy Committee from July 13, 2021 to September 30, 2022.

Since January 2018, Dr. Hong has been serving as a director and the chief executive officer of Brii Biosciences, Inc. Since February 2019, he has been serving as a director and the chairman of the board of Brii Biosciences (Shanghai) Co. Limited\* (騰盛博藥醫藥技術(上海)有限公司) and Brii Biosciences (Beijing) Co. Limited\* (騰盛博藥醫藥技術(北京)有限公司). In addition, since May 2018 and November 2018 respectively, he has been serving as a director of Brii Biosciences Offshore Limited and Brii Biosciences (Hong Kong) Co. Limited (騰盛博藥醫藥技術(香港)有限公司).

Dr. Hong has over 25 years of experience in the biopharmaceutical industry. Prior to founding the Group, he was a senior vice president of GlaxoSmithKline plc., a pharmaceuticals, vaccines and consumer healthcare products company listed on the New York Stock Exchange in the United States (stock code: GSK), and he was responsible to head the infectious diseases therapy area unit from April 2007 to March 2018. He was also a director of ViiV Healthcare Limited, a subsidiary of GlaxoSmithKline plc. in the United Kingdom engaged in the research and development of HIV medicines, and he was responsible for overseeing the research and development of HIV treatment and prevention therapies from October 2009 to March 2018. He was an executive vice president of research and chief scientific officer of Ardea Biosciences, Inc., a biopharmaceutical company in the United States, and he was responsible for the research and development of infectious diseases and oncology from December 2006 to March 2007. He was a vice president and head of research of Bausch Health Companies Inc. (formerly known as Valeant Pharmaceuticals International), a pharmaceutical company listed on the New York Stock Exchange in the United States (stock code: BHC), and he was responsible for the research and development of infectious diseases, oncology and neuroscience R&D from June 2000 to March 2007.

Dr. Hong obtained his Bachelor of Science in Biochemistry from Fudan University in China in July 1985 and a Ph.D. in Biochemistry from State University of New York in the United States in January 1992.

As at the Latest Practicable Date, Dr. Hong was interested or deemed to be interested in an aggregate of 54,507,739 Shares within the meaning of Part XV of the SFO, including (i) 124,906 Shares directly held by him; (ii) his entitlements to receive up to 12,000,000 Shares pursuant to the exercise of options granted to him under the Pre-IPO Share Incentive Plan, subject to the vesting conditions; (iii) his entitlements to receive up to 8,787,333 Shares pursuant to the exercise of options granted to him under the Post-IPO Share Option Scheme, subject to the vesting conditions; (iv) 1,195,500 Shares underlying the RSUs granted to him under the Post-IPO Share Award Scheme, subject to the vesting conditions; (v) 16,400,000 Shares held by the Jingfan Huang 2020 Revocable Trust and the Zhi Hong 2020 Revocable Trust, of which he is the trustee; and (vi) 16,000,000 Shares held by the Hong Family 2020 Irrevocable Trust, of which he is the grantor.

Dr. Hong has entered into a service contract with the Company for an initial term of three years commencing from July 13, 2021, which may be terminated by not less than 30 days' notice in writing served by either Dr. Hong or the Company and is subject to the provisions of retirement and rotation of Directors under the Articles of Association. For the year ended December 31, 2023, the total amount of his emoluments was approximately RMB18,158,000, in accordance with the service contract. The remuneration is determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to his contributions, experience and relevant duties and responsibilities within the Company.

Save as disclosed above, Dr. Hong did not hold any directorship in other listed public companies in the three years immediately preceding the Latest Practicable Date. Save as disclosed above, as far as the Board is aware, he does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules).

Save as disclosed above, Dr. Hong confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

### 2. Ms. Grace Hui Tang

**Ms. Grace Hui Tang**, aged 64, was appointed as an independent non-executive Director on June 22, 2021 (with effect from July 13, 2021). Ms. Tang has also been serving as the co-chairlady of the Audit and Risk Committee and a member of the Remuneration Committee since July 13, 2021.

Ms. Tang has been serving as a director and a member of the audit committee of Textainer Group Holdings Limited, a container leasing company listed on the New York Stock Exchange in the United States (stock code: TGH) since July 2020, a director and the chair of the audit committee of ECARX Holdings Inc, a company listed in the NASDAQ Stock Exchange in the

United States (stock code: ECX) since March 2021, a director and members of the audit committee and the operation committee of Elkem ASA, a company listed on the Oslo Stock Exchange in Norway (stock code: ELK) since April 2021. She has been serving as a professor and interviewer of Peking University's Guanghua School of Management, and she is responsible for teaching graduate accounting program and interviewing MBA candidates since September 2018. Ms. Tang held several positions in China, Hong Kong and US Silicon Valley offices in PricewaterhouseCoopers, an accounting firm, from March 1990 to June 2020 and her last position therein was partner in the assurance department in China office and she was responsible for overseeing audit work.

Ms. Tang obtained her Bachelor of Science with majors in Accounting from the University of Utah in the United States in June 1982 and a Master of Business from Utah State University in the United States in June 1984. Ms. Tang has been a Certified Public Accountant of the California Board of Accountancy of the United States since December 1993. She has been a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants since July 1995. She has been a fellow of the Hong Kong Institute of Certified Public Accountants since March 2003.

As at the Latest Practicable Date, Ms. Tang was interested or deemed to be interested in an aggregate of 87,000 Shares within the meaning of Part XV of the SFO, including (i) 73,000 Shares directly held by her; and (ii) her entitlements to 14,000 Shares underlying the RSUs granted to her under the Post-IPO Share Award Scheme, subject to the vesting conditions.

Ms. Tang has entered into an appointment letter with the Company, for an initial term of three years commencing from July 13, 2021, which may be terminated by not less than 30 days' notice in writing served by either Ms. Tang or the Company, and is subject to the provisions of retirement and rotation of Directors under the Articles of Association. Pursuant to the appointment letter, Ms. Tang is entitled to receive US\$80,000 per annum as the Director's fee, which is made in the form of RSUs. She also received an one-off payment of an additional US\$40,000 worth of RSUs for the initial term of service. The remuneration is determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to the her contributions, experience and relevant duties and responsibilities within the Company.

Save as disclosed above, Ms. Tang did not hold any directorship in other listed public companies in the three years immediately preceding the Latest Practicable Date. Save as disclosed above, as far as the Board is aware, she does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules).

Save as disclosed above, Ms. Tang confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.



### 3. Dr. Martin J Murphy JR

**Dr. Martin J Murphy JR**, aged 81, was appointed as an independent non-executive Director on June 22, 2021 (with effect from July 13, 2021). Dr. Murphy Jr has also been the chairman of the Remuneration Committee and a member of the Nomination Committee since July 13, 2021. He was a member of the Audit and Risk Committee from July 13, 2021 to September 1, 2022.

Dr. Murphy Jr has been serving as the chairman and the chief executive officer of AlphaMed Consulting, Inc., a biomedical consulting company, since March 2003. He provides executive consultation on cancer drug development, clinical trial design, key thought leader identification and strategic analysis of big data and artificial intelligence to both corporate executives as well as cancer drug developers. Dr. Murphy Jr was the founding chief executive officer of CEO Roundtable on Cancer, a non-profit organization that works to develop and implement initiatives that reduce the risk of cancer, from August 2000 to January 2020. He received the Charles A. Sanders Life Sciences Award presented by Life Sciences Consortium and CEO Roundtable on Cancer in November 2019. Dr. Murphy Jr has been the Emeritus Director of the CEO Roundtable on Cancer since January 2021. He has also been a fellow of the American Society of Clinical Oncology since 2013.

Dr. Murphy Jr was awarded a Master of Science in Biology from New York University in the United States in February 1967, a Ph.D in Biology from New York University in the United States in June 1969 and a Doctor of Medical Science (honoris causa) from Queen's University of Belfast in the United Kingdom in July 2009.

As at the Latest Practicable Date, Dr. Murphy Jr was interested or deemed to be interested in an aggregate of 87,000 Shares within the meaning of Part XV of the SFO, including (i) 73,000 Shares directly held by him; and (ii) his entitlements to 14,000 Shares underlying the RSUs granted to him under the Post-IPO Share Award Scheme, subject to the vesting conditions.

Dr. Murphy Jr has entered into an appointment letter with the Company for an initial term of three years commencing from July 13, 2021, which may be terminated by not less than 30 days' notice in writing served by either Dr. Murphy Jr or the Company, and is subject to the provisions of retirement and rotation of Directors under the Articles of Association. Pursuant to the appointment letter, Dr. Murphy Jr is entitled to receive US\$80,000 per annum as the Director's fee, which is made in the form of RSUs. He also received an one-off payment of an additional US\$40,000 worth of RSUs for the initial term of service. The remuneration is determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to his contributions, experience and relevant duties and responsibilities within the Company.

Save as disclosed above, Dr. Murphy Jr did not hold any directorship in other listed public companies in the three years immediately preceding the Latest Practicable Date. Save as disclosed above, as far as the Board is aware, he does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules).

Save as disclosed above, Dr. Murphy Jr confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules

*The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the General Mandate to Buy-back Shares to be proposed at the AGM.*

## **1. SHARE BUY-BACK PROPOSAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 729,792,439 Shares. It is proposed that up to a maximum of 10% of the Shares in issue (excluding treasury Shares) as at the date of passing of the relevant resolution to approve the General Mandate to Buy-back Shares may be bought back by the Directors. Subject to the passing of the relevant ordinary resolution to approve the General Mandate to Buy-back Shares and on the basis that no further Shares are issued between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to Buy-back Shares to buy back, during the period in which the General Mandate to Buy-back Shares remains in force, up to a maximum of 72,979,243 Shares.

## **2. REASONS FOR BUY-BACKS**

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from the Shareholders to enable the Company to buy back Shares in the market. When exercising the General Mandate to Buy-back Shares, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury Shares. Shares bought back for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share. On the other hand, Shares bought back and held by the Company as treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the laws of the Cayman Islands. Share buy-backs will only be made when the Directors believe that such a buy-back will benefit the Company and its Shareholders as a whole.

For any treasury Shares deposited with Central Clearing and Settlement System ("CCASS") pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury Shares.

**3. FUNDING OF BUY-BACKS**

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

The Directors propose that such buy-backs of Shares be appropriately financed by the Company's distributable profits (if any in the future) and/or the proceeds of a fresh issue of Shares made for the purpose of such buy-backs. There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended December 31, 2023 and taking into account the financial position of the Company as at the Latest Practicable Date, in the event that the General Mandate to Buy-back Shares were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the General Mandate to Buy-back Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**4. DIRECTORS' UNDERTAKING AND CORE CONNECTED PERSONS**

The Directors will exercise the power of the Company to buy back any Shares pursuant to the General Mandate to Buy-back Shares in accordance with the Listing Rules and the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have a present intention, in the event that the General Mandate to Buy-back Shares is approved by the Shareholders, to sell any Shares to the Company.

No core connected persons of the Company have notified the Company of a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make buy-backs of its Shares.

The Company has confirmed that neither the explanatory statement nor the proposed share buy back has any unusual features.

**5. EFFECT OF THE TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a Share buy-back, any such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of Shareholders' interests) could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-back of Shares made pursuant to the General Mandate to Buy-back Shares. Nevertheless, the Directors have no present intention to exercise the General Mandate to Buy-back Shares and will not effect any buy-back of Shares to such an extent which would, in the circumstances, trigger an obligation to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

## 6. SHARE BUY-BACKS MADE BY THE COMPANY

There was no buy-back by the Company of the Shares during the 6 months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

## 7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

Year	Month	Highest Price	Lowest Price	
		per Share HK\$	per Share HK\$	
2023	April	4.98	3.96	
	May	4.29	3.50	
	June	4.20	3.10	
	July	3.87	3.04	
	August	3.58	2.75	
	September	3.16	2.47	
	October	2.80	2.18	
	November	3.50	2.38	
	December	2.84	2.06	
	2024	January	2.39	1.60
		February	1.92	1.60
		March	1.73	0.88
April ( <i>up to and including the Latest Practicable Date</i> )		1.06	0.85	

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### **Bri 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 online via the Tricor e-Meeting System on Tuesday, June 25, 2024 at 8:30 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, 2023.
2.
  - A. To re-elect Dr. Zhi Hong as an executive Director.
  - B. To re-elect Ms. Grace Hui Tang as an independent non-executive Director.
  - C. To re-elect Dr. Martin J Murphy Jr 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 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**”) (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect

---

## NOTICE OF ANNUAL GENERAL MEETING

---

on June 11, 2024) 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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(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 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;



---

## NOTICE OF ANNUAL GENERAL MEETING

---

(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 26, 2024

*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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

### 1. **Virtual AGM**

The Company will conduct a virtual AGM using the Tricor e-Meeting System 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 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 AGM 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 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, June 20, 2024 to Tuesday, June 25, 2024, 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, June 19, 2024.
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 8:30 a.m. (Hong Kong time) on Sunday, June 23, 2024) 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 Tricor e-Meeting System. If your proxy has not received the login details by email by 5:00 p.m. (Hong Kong time) on Monday, June 24, 2024, 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](mailto:emeeting@hk.tricorglobal.com) for the necessary arrangements.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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 26, 2024.
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.*