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Broncus Holding Corporation

筭博医疗控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2216)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON MAY 15, 2023 AND AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON MAY 15, 2023

References are made to the notice of annual general meeting (the “AGM Notice”) and the circular (the “Circular”) of Broncus Holding Corporation (the “Company”) both dated April 24, 2023. The board of directors (the “Board”) of the Company is pleased to announce that all the resolutions (the “Resolutions”) as set out in the AGM Notice were duly passed by the shareholders (the “Shareholders”) of the Company as ordinary resolutions or special resolution by way of poll at the annual general meeting of the Company held on May 15, 2023 (the “AGM”).

The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions		No. of Votes Cast (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended December 31, 2022.	229,248,067 (99.996510%)	8,000 (0.003490%)
2.	(a) To re-elect the following retiring directors of the Company:		
	(i) Mr. Guowei ZHAN as executive director;	229,248,067 (99.996510%)	8,000 (0.003490%)
	(ii) Dr. Pok Man KAM as independent non-executive director;	229,248,067 (99.996510%)	8,000 (0.003490%)
	(iii) Professor Joseph Wan Yee LAU as independent non-executive director;	226,417,567 (98.761865%)	2,838,500 (1.238135%)
	(iv) Ms. Yee Sin WONG as independent non-executive director;	229,248,067 (99.996510%)	8,000 (0.003490%)
	(b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	229,248,067 (99.996510%)	8,000 (0.003490%)

Ordinary Resolutions		No. of Votes Cast (%)	
		For	Against
3.	To re-appoint Ernst & Young as the auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the board of directors of the Company to fix their remuneration.	229,248,067 (99.996510%)	8,000 (0.003490%)
4.	(A) To grant a general mandate to the directors of the Company to allot, issue and deal with shares not exceeding 20% of the total number of issued shares of the Company.	215,662,567 (94.070604%)	13,593,500 (5.929396%)
	(B) To grant a general mandate to the directors of the Company to buy back shares not exceeding 10% of the total number of issued shares of the Company.	229,248,067 (99.996510%)	8,000 (0.003490%)
	(C) To extend the authority given to the directors of the Company pursuant to ordinary resolution No. 4(A) to issue additional shares by adding the number of shares bought back under ordinary resolution no. 4(B).	225,533,567 (98.376270%)	3,722,500 (1.623730%)
Special Resolution		No. of Votes Cast (%)	
		For	Against
5.	To propose to amend the existing Memorandum and Articles of Association and adopt the new Memorandum and Articles of Association.	229,248,067 (99.996510%)	8,000 (0.003490%)

Notes:

1. As more than 50% of the votes were cast in favour of each of the ordinary resolutions no. 1 to no. 4, the above ordinary resolutions no. 1 to no. 4 proposed at the AGM were duly passed as ordinary resolutions of the Company.
2. As not less than three-fourths of the votes were cast in favour of the special resolution no. 5, the above special resolution no. 5 proposed at the AGM was duly passed as special resolution of the Company.
3. The full text of the Resolutions is set out in the AGM Notice and the Circular of the Company.
4. As at the date of the AGM, the total number of ordinary shares of the Company (the “**Shares**”) in issue was 527,198,076 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions proposed at the AGM. To the best of the knowledge, information and belief of the Board, and having made all reasonable enquiries:
 - (i) there were no Shareholders who were entitled to attend the AGM but was required to abstain from voting in favor of the Resolutions proposed at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);
 - (ii) none of the Shareholders was required under the Listing Rules to abstain from voting on any of the Resolutions proposed at the AGM; and
 - (iii) there was no restriction on any Shareholders to cast votes on any of the Resolutions proposed at the AGM and 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.

5. Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking in respect of the Resolutions.
6. All directors of the Company attended the AGM.

AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board is pleased to announce that pursuant to the above special resolution no. 5, the memorandum and articles of association of the Company has been amended pursuant to the proposed amendments with effect from May 15, 2023. Please refer to the Circular for details of the proposed amendments. For the full text of the amended and restated articles of association of the Company, please refer to the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.broncus.com).

By order of the Board
Broncus Holding Corporation
ZHAO Michael Yi Wei
Chairman

Hong Kong, May 15, 2023

As at the date of this announcement, the Board comprises Mr. ZHAN Guowei and Mr. XU Hong as executive Directors, Mr. ZHAO Michael Yi Wei as Chairman and non-executive Director, Mr. ZI Zhenjun and Mr. ZHANG Ao as non-executive Directors, and Dr. KAM Pok Man, Professor LAU Joseph Wan Yee and Ms. WONG Yee Sin as independent non-executive Directors.