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Broncus Holding Corporation

壑博医疗控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2216)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of Broncus Holding Corporation (the “**Company**”) convened and held at Room 801, 8/F, Building 8, No. 88 Jiangling Road, Xixing Street, Binjiang District, Hangzhou, China on Wednesday, October 25, 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

1. “**THAT** conditional upon the passing of ordinary resolution numbered 2,
 - (i) the amendments to the RSU Scheme (the “**RSU Scheme**”) proposed by the Board, a copy of which is produced to this meeting, marked “**A**” and initialed by the chairman of the meeting for identification purpose, be and is hereby approved and adopted in all respects, and
 - (ii) the Directors be and are hereby authorized to grant the awards thereunder, and do all such acts and execute all such documents as he/she may deem necessary or expedient in order to give full effect to the implementation of the RSU Scheme.”
2. “**THAT** the Scheme Limit (as defined in the RSU Scheme) on the total number of Shares that may be issued in respect of all options and awards to be granted to the eligible participants under all the share schemes of the Company, being 10% of the issued Shares of the Company as at the date of the Shareholders’ approval of the limit, be and is hereby approved and adopted.”
3. “**THAT** conditional upon the passing of ordinary resolution numbered 2, the Service Provider Sublimit on the total number of Shares that may be issued in respect of all options and awards to be granted to the Service Providers under all the share schemes of the Company be and is hereby approved and adopted.”

Ordinary resolutions numbered 1 and numbered 3 are conditional upon the passing the ordinary resolution numbered 2. In the event that ordinary resolutions numbered 1 and numbered 3 are passed but ordinary resolution numbered 2 is not passed, the Company will adopt the amendments to the RSU Scheme proposed by the Board save that the Board shall alter the RSU Scheme to remove references to the grant of awards to the Service Providers.

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

Hong Kong, October 4, 2023

Registered office:

PO Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

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

Room 801, 8/F, Building 8
No. 88 Jiangling Road
Xixing Street, Binjiang District
Hangzhou
China

Principal place of business in Hong Kong:

40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

Notes:

- (i) A shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the EGM (i.e. before 10:00 a.m., on Monday, October 23, 2023) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish.

- (iv) For the purpose of determining the shareholders' eligibility to attend and vote at the above meeting to be held on Wednesday, October 25, 2023, the register of members of the Company will be closed from Thursday, October 19, 2023 to Wednesday, October 25, 2023 (both days inclusive), during which period no transfers of shares will be registered. In order to qualify for attending and voting at the above meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, October 18, 2023. The record date for determining the entitlement of the Shareholders to attend and vote at the meeting will be Wednesday, October 25, 2023.
- (v) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in the notice of the EGM will be taken by poll, except where the chairman, 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.

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