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**Transcenta Holding Limited**  
**創勝集團醫藥有限公司**

*(registered by way of continuation in the Cayman Islands with limited liability)*  
**(Stock code: 6628)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (“EGM”) of Transcenta Holding Limited (the “**Company**”) will be held at 218 Xinghu Street, Biobay, B6-501, Suzhou, China on Friday, November 4, 2022 at 10:00 a.m. for the purpose of considering and if thought fit, passing, with or without amendment, the following as ordinary resolutions of the Company:

1. **“THAT** the amendment to the Post-IPO Share Award Scheme which shall be renamed as the Share Incentive Scheme (the “**Share Incentive Scheme**”) proposed by the board (“**Board**”) of directors of the Company (“**Directors**”), a copy of which is produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, with the Scheme Limit (as defined in the Share Incentive Scheme) of 10.0% of the total issued and outstanding Shares as at the date of the Shareholders’ approval of the Share Incentive Scheme, be and is hereby approved and adopted, and the directors of the Company be and are hereby authorized to grant the awards (“**Awards**”) or options (“**Options**”), and do all such acts and execute all such documents as the Directors may consider necessary or expedient in order to give full effect to the Share Incentive Scheme.”
2. **THAT, conditional upon the passing of ordinary resolution 1**, the Service Provider Sublimit (as defined in the Share Incentive Scheme, and which includes grants to Service Providers under any other share schemes of the Company) of 2.0% of the total issued and outstanding Shares as at the date of the Shareholders’ approval of the Share Incentive Scheme be and is hereby approved and adopted.”

Ordinary resolution 1 is not conditional upon the passing of ordinary resolution 2, but ordinary resolution 2 is conditional upon the passing of ordinary resolution 1. In the event that ordinary resolution 1 is passed but ordinary resolution 2 is not passed, the Company will adopt the Share Incentive Scheme but the Board shall alter the Scheme to remove references to the grant of Awards or Options to Service Providers. In the event that ordinary resolution 2 is passed but ordinary resolution 1 is not passed, the Share Incentive Scheme will not be adopted.

Unless indicated otherwise, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated October 17, 2022.

By order of the Board,  
**Transcenta Holding Limited**  
**Xueming Qian**  
*Executive Director and  
Chief Executive Officer*

October 17, 2022

*As at the date of this notice, the board of directors of the Company comprises Dr. Xueming Qian as executive Director and chief executive officer, Mr. Xiaolu Weng as executive Director, Dr. Yining (Jonathan) Zhao as chairman and non-executive Director, and Mr. Jiasong Tang, Dr. Jun Bao and Mr. Zhihua Zhang as independent non-executive Directors.*

*Notes:*

1. All resolutions at the meeting 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the EGM or any adjournment meeting thereof (as the case may be) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is appointed. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him. A form of proxy for use in connection with the EGM is enclosed with the circular to the shareholders of the Company dated October 17, 2022.
3. Where there are joint registered holders of any share of the Company, any one of such joint registered holders may vote at the EGM or any adjourned meeting thereof (as the case may be), either personally or by proxy, in respect of such share(s) as if he/she/it was solely entitled thereto; but if more than one of such joint registered holders, whether in person or by proxy, be present at the EGM or any adjourned meeting thereof (as the case may be), that one of the said persons so present whose name stands first on the Registers of Members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 10:00 a.m. on Wednesday, November 2, 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Tuesday, November 1, 2022 to Friday, November 4, 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, October 31, 2022.
6. Shareholders can view and listen to the EGM through online access by visiting the e-Meeting System. Accessing the meeting online will not constitute attendance at the EGM. Shareholders who view and listen to the EGM using the e-Meeting System will not be counted towards the quorum nor will they be able to cast their votes online. Shareholders may submit questions relevant to the proposed resolutions in advance before 5:00 p.m. on Wednesday, November 2, 2022 to the Board by email, telephone, or letter. Details of contact information are set out on page 69 of the Annual Report 2021 of the Company. The Board and/or the Company will endeavour to address relevant questions in relation to the resolutions to be proposed for approval at the EGM and may, at their discretion, respond to substantial and relevant questions.

The Company would like to remind all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

Registered Shareholders will receive a separate notification letter with personalised username and password for the e-Meeting System. Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through bank, stockbroker, custodians or Hong Kong Securities Clearing Company Limited (collectively the “**Intermediary**”) may also be able to view and listen to the EGM online through the e-Meeting System. In this regard, they should consult directly with their Intermediary for the necessary arrangements and the username and password will be sent to them upon receipt of request. Without the login details, non-registered Shareholders will not be able to view and listen to the EGM using the e-Meeting System. Shareholders should note that viewing and listening to the EGM using the e-Meeting System will not be counted towards the quorum nor will they be able to cast their votes online.

The e-Meeting System will be open for Shareholders to log in approximately 30 minutes prior to the commencement of the EGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer.

7. A circular containing further details concerning items 1 and 2 set out in the above notice will be sent to all shareholders of the Company.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
9. Reference to time and dates in this notice are to Hong Kong time and dates.

#### **PRECAUTIONARY MEASURES FOR THE EGM**

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the EGM:

- (1) compulsory temperature checks;
- (2) compliance with the latest epidemic prevention policy requirement of the Chinese government and present valid proof of nucleic acid test result for COVID-19 and itinerary and corresponding health certificate according to the prevailing anti-Epidemic requirements or guidelines of the government and/or regulatory authorities; and
- (3) wearing of surgical face masks.

**Any person who does not comply with the precautionary measures will be denied entry into or be required to leave the EGM venue at the absolute discretion of the Company as permitted by law. Shareholders are requested (a) to consider carefully the risk of attending the EGM, which will be held in an enclosed environment, (b) to follow any prevailing anti-Epidemic requirements or guidelines of the government and/or regulatory authorities in deciding whether or not to attend the EGM. The Company reminds Shareholders that they may appoint the Chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.**

Subject to the development of COVID-19, the Company may be required to change the meeting arrangements for the EGM at short notice, and to issue further announcement(s) on such changes as and when appropriate. Shareholders are advised to check the website of the Company at [www.transcenta.com](http://www.transcenta.com) and Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for further announcement(s) and update(s) on such arrangements and/or further special measures to be taken.