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Transcenta Holding Limited

創勝集團醫藥有限公司

(registered by way of continuation into the Cayman Islands with limited liability)

(Stock code: 6628)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON FRIDAY, JUNE 9, 2023

The board of directors (the “**Board**”) of Transcenta Holding Limited (the “**Company**”) is pleased to announce the poll results of the Annual General Meeting (the “**AGM**”) held on Friday, June 9, 2023.

For details of the resolutions considered at the AGM, the Shareholders may refer to the relevant notice of the AGM and the Company’s circular dated May 17, 2023 (the “**Circular**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The AGM was convened as an on-site meeting at 218 Xinghu Street, Biobay, B6-501, Suzhou, China on June 9, 2023 at 10 a.m. and all the proposed resolutions as set out in the notice of the AGM dated May 17, 2023 were taken by poll. The poll results are as follows:

Ordinary Resolutions*		Number of Votes (Approximate %)		Total number of votes cast
		For	Against	
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2022.	186,253,186 (100.00%)	0 (0.00%)	186,253,186
2(a).	To re-elect Mr. Jiasong Tang as an independent non-executive director of the Company.	186,253,186 (100.00%)	0 (0.00%)	186,253,186
2(b).	To re-elect Mr. Zhang Zhihua as an independent non-executive director of the Company.	186,253,186 (100.00%)	0 (0.00%)	186,253,186
2(c).	To re-elect Dr. Kumar Srinivasan as an independent non-executive director of the Company.	186,253,186 (100.00%)	0 (0.00%)	186,253,186
2(d).	To re-elect Mr. Xiaolu Weng as an executive director of the Company.	186,253,186 (100.00%)	0 (0.00%)	186,253,186
2(e).	To authorize the board of directors to fix the respective directors’ remuneration.	186,253,186 (100.00%)	0 (0.00%)	186,253,186

Ordinary Resolutions*		Number of Votes (Approximate %)		Total number of votes cast
		For	Against	
3.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the board of directors to fix their remuneration.	186,253,186 (100.00%)	0 (0.00%)	186,253,186
4.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	167,889,692 (100.00%)	0 (0.00%)	167,889,692
5.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	167,889,692 (100.00%)	0 (0.00%)	167,889,692
6.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.	167,889,692 (100.00%)	0 (0.00%)	167,889,692
7.	To grant of 1,500,000 Award Shares to Dr. Germa (the principal terms and conditions of such grant are set out in the Circular) pursuant to the Share Incentive Scheme and on such terms as stipulated in the award letter issued by the Company pursuant to the Share Incentive Scheme be and is hereby approved, confirmed and ratified. To authorize the Board to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the 1,500,000 Award Shares to Dr. Germa.	167,889,692 (100.00%)	0 (0.00%)	167,889,692
8.	To grant of 500,000 Award Shares to Dr. Germa (the principal terms and conditions of such grant are set out in the Circular) pursuant to the Share Incentive Scheme and on such terms as stipulated in the award letter issued by the Company pursuant to the Share Incentive Scheme be and is hereby approved, confirmed and ratified. To authorize the Board to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the 500,000 Award Shares to Dr. Germa.	167,889,692 (100.00%)	0 (0.00%)	167,889,692
Special Resolution*		Number of Votes (Approximate %)		Total number of votes cast
		For	Against	
9.	To approve the adoption of the amended and restated memorandum and articles of association of the Company and authorise any one of the Directors to do all things necessary to implement the adoption of the amended and restated memorandum and articles of association of the Company.	167,889,692 (100.00%)	0 (0.00%)	167,889,692

* The full text of the resolutions was set out in the notice of AGM.

Notes:

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 8 above, all resolutions were duly passed as ordinary resolutions.
- As not less than three-fourths of the votes were cast in favour of the resolution numbered 9 above, the special resolution was duly passed.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 426,521,890 Shares.
- (c) As at the date of the AGM, Dr. Caroline Germa and her close associates, being interested in 3,000,000 Shares, consisting of unvested shares and vested shares, representing in aggregate approximately 0.70% of the total number of issued Shares of the Company, were required to and did abstain on the resolutions numbered 7 and 8. Accordingly, the total number of Shares entitling the holders to attend and to vote on resolutions numbered 7 and 8 were 423,521,890 Shares.
- (d) Save as disclosed above, (i) there were no shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions 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**”) and (ii) no Shareholders were required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (e) None of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.
- (f) Accordingly, the total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 426,521,890 Shares.
- (g) The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (h) The AGM was convened by the Board and was presided over by Dr. Yining (Jonathan) Zhao. All Directors attended the AGM in person or by electronic means.

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

Hong Kong, June 9, 2023

As at the date of this announcement, 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, Mr. Zhihua Zhang and Dr. Kumar Srinivasan as independent non-executive Directors.