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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 the extraordinary general meeting (“EGM”) of Transcenta Holding Limited (the “**Company**”) will be held at 218 Xinghu Street, Biobay, B6-501, Suzhou, China on March 25, 2024, at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** the grant of 681,060 Award Shares to Dr. Qian, who is an executive director (“**Director**”) and the Chief Executive Officer of the Company (the principal terms and conditions of such grant is set out in the circular of the Company dated March 6, 2024 (the “**Circular**”)) pursuant to the share incentive scheme of the Company approved by the Shareholders of the Company on November 4, 2022 (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 are hereby approved, confirmed and ratified (the “**January Bonus Award Grant to Dr. Qian**”), **THAT** the board of Directors of the Company (“**Board**”) be and is hereby authorized 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 January Bonus Award Grant to Dr. Qian and issue of the Shares upon the vesting of the Award Shares of Dr. Qian, and **THAT** any and all such acts to effect the aforesaid grants be and are hereby approved, confirmed and ratified.”
2. **“THAT** the grant of 203,960 Award Shares to Mr. Weng, who is an executive Director and the Chief Financial Officer of the Company (the principal terms and conditions of such grant is 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 are hereby approved, confirmed and ratified (the “**January Bonus Award Grant to Mr. Weng**”), **THAT** the Board be and is hereby authorized 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 January Bonus Award Grant to Mr. Weng and issue of the Shares upon the vesting of the Award Shares of Mr. Weng, and **THAT** any and all such acts to effect the aforesaid grants be and are hereby approved, confirmed and ratified.”

3. “**THAT**, the grant of 2,000,000 Award Shares to Dr. Qian, who is an executive Director and the Chief Executive Officer of the Company (the principal terms and conditions of such grant is 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 are hereby approved, confirmed and ratified (the “**Additional Award Grant to Dr. Qian**”), **THAT** the Board be and is hereby authorized 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 Additional Award Grant to Dr. Qian and issue of the Shares upon the vesting of the Award Shares of Dr. Qian, and **THAT** any and all such acts to effect the aforesaid grants be and are hereby approved, confirmed and ratified.”
4. “**THAT**, the grant of 400,000 Award Shares to Dr. Zhao, who is a non-executive Director of the Company (the principal terms and conditions of such grant is 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 are hereby approved, confirmed and ratified (the “**Additional Award Grant to Dr. Zhao**”), **THAT** the Board be and is hereby authorized 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 Additional Award Grant to Dr. Zhao and issue of the Shares upon the vesting of the Award Shares of Dr. Zhao, and **THAT** any and all such acts to effect the aforesaid grants be and are hereby approved, confirmed and ratified.”
5. “**THAT**, the grant of 200,000 Award Shares to Mr. Weng, who is an executive Director and the Chief Financial Officer of the Company (the principal terms and conditions of such grant is 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 are hereby approved, confirmed and ratified (“the **Additional Award Grant to Mr. Weng**”), **THAT** the Board be and is hereby authorized 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 Additional Award Grant to Mr. Weng and issue of the Shares upon the vesting of the Award Shares of Mr. Weng, and **THAT** any and all such acts to effect the aforesaid grants be and are hereby approved, confirmed and ratified.”
6. “**THAT** the Scheme Mandate Limit under the Share Incentive Scheme be refreshed so that the total number of Shares which may be issued in respect of all new Award Shares and Options to be granted under the Share Incentive Scheme (excluding Award Shares or Options that have been forfeited in accordance with the Share Incentive Scheme) and any other share schemes of the Company, being 10% of the aggregate number of shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Scheme Mandate Limit**”), be and is hereby approved and adopted, and that the Directors be and are authorised, subject to compliance with the Listing Rules, to grant the Award Shares or Options under the Share Option Scheme up to the Refreshed Scheme Mandate Limit, 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 and such Refreshed Scheme Mandate Limit.”

7. “**THAT**, conditional upon the passing of ordinary resolution 6, the Service Provider Sublimit under the Share Incentive Scheme be refreshed so that the total number of Shares which may be issued in respect of all new Award Shares and Options to be granted to Service Providers under the Share Incentive Scheme (excluding Award Shares or Options that have been forfeited in accordance with the Share Incentive Scheme) and any other share schemes of the Company, being 2.0% of the aggregate number of shares of the Company in issue as at the date of passing this resolution, be and is hereby approved and adopted.”

Yours faithfully,
For and on behalf of the Board
Dr. Yining Zhao
Chairman

Hong Kong, March 6, 2024

Registered Office:
Walkers Corporate Limited
190 Elgin Avenue, George Town
Grand Cayman KY1-9008
Cayman Islands

Principal Place of Business in Hong Kong:
5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

Notes:

1. A form of proxy for use at the EGM is enclosed.
2. A Shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
3. 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 in respect of such Share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at 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 not less than 48 hours before the time appointed for the meeting (i.e., not later than 10:00 a.m. on Saturday, March 23, 2024 (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 Wednesday, March 20, 2024, to Monday, March 25, 2024, 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 Tuesday, March 19, 2024.
6. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be voted by poll; Dr. Qian, Dr. Zhao and Mr. Weng (as defined in the Circular) and all core connected persons (as defined in the Circular) of the Company are required to abstain from voting in respect of all the resolutions.
7. References to time and dates in this notice are to Hong Kong time and dates.

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 Zhao as chairman and non-executive Director, and Mr. Jiasong Tang, Mr. Zhihua Zhang, Dr. Kumar Srinivasan and Ms. Helen Wei Chen as independent non-executive Directors.