



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)

Number of shares to which this
form of proxy relates^(Note 1)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON MONDAY, MARCH 25, 2024**

I/We^(Note 2)

of _____
being the registered holder(s) of shares in the issued share capital of Transcenta Holding Limited (the "Company") hereby appoint the Chairman of the meeting^(Note 3)
or _____
of _____ with email address of^(Note 10) _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the Extraordinary General Meeting (the "EGM") of the Company to be held at 218 Xinghu Street, Biobay, B6-501, Suzhou, China on March 25 2024, at 10:00 a.m. (and at any adjournment thereof).
Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast^(Note 4).

	ORDINARY RESOLUTIONS	FOR	AGAINST
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 (" 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.		

Date: _____ 2024

Signature(s)^(Note 5) _____

Notes:

- Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIATED BY THE PERSON WHO SIGNS IT.**
- In 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 votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, 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 or the adjourned meeting (as the case may be) (i.e. not later than 10:00 a.m. on Saturday, 23 March 2024 (Hong Kong time)).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish. In such an event, this form of proxy shall be deemed to be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.
- You are requested to provide a valid email address of the proxy (except appointing "the chairman of the Meeting" as proxy) to receive the login and access code to view and listen via the EGM's e-Meeting System.
- Unless indicated otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated March 6, 2024. Please refer to the circular for further information relating to the resolutions proposed at this EGM.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address or by email to is-enquiries@hk.tricorglobal.com.