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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON MONDAY, MARCH 25, 2024

The board of directors (the “**Board**”) of Transcenta Holding Limited (the “**Company**”) is pleased to announce the poll results of the Extraordinary General Meeting (the “**EGM**”) held on Monday, March 25, 2024.

For details of the resolutions considered at the EGM, the Shareholders may refer to the relevant notice of the EGM and the Company’s circular dated March 6, 2024 (the “**Circular**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The EGM was convened as an on-site meeting at B6-501, 218 Xinghu Street, Biobay, Suzhou, China on March 25, 2024, at 10 a.m. and all the proposed resolutions as set out in the notice of the EGM dated March 6, 2024, were taken by poll. The poll results are as follows:

Ordinary Resolutions*		Number of Votes (Approximate %)		Total number of votes cast
		For	Against	
1.	<p>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 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.</p>	34,574,778 (21.84%)	123,723,013 (78.16%)	158,297,791
2.	<p>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.</p>	103,541,723 (65.41%)	54,756,068 (34.59%)	158,297,791

Ordinary Resolutions*		Number of Votes (Approximate %)		Total number of votes cast
		For	Against	
3.	<p>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.</p>	N/A	N/A	N/A
4.	<p>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.</p>	N/A	N/A	N/A

Ordinary Resolutions*		Number of Votes (Approximate %)		Total number of votes cast
		For	Against	
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.	N/A	N/A	N/A
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 authorized, 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.	34,574,778 (21.63%)	125,292,771 (78.37%)	159,867,549

Ordinary Resolutions*		Number of Votes (Approximate %)		Total number of votes cast
		For	Against	
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.	34,574,778 (21.63%)	125,292,771 (78.37%)	159,867,549

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

Notes:

- (a) As a majority of the votes were cast in favor of the resolution numbered 2, it was duly passed as ordinary resolution. As less than a majority of the votes were cast in favor of each of the resolutions numbered 1, 6 and 7, they were not passed as ordinary resolutions.
- (b) In relation to ordinary resolutions numbered 3 to 5, the Board was informed by Dr. Xueming Qian, Dr. Yining Zhao and Mr. Xiaolu Weng that they do not wish to carry the motions with regards to their respective grant of Award Shares under the Share Incentive Scheme to be voted at the EGM, being the (i) Additional Award Grant to Dr. Qian; (ii) Additional Award Grant to Dr. Zhao; and (iii) the Additional Award Grant to Mr. Weng as set out in the EGM Circular, due to commercial reasons after due and careful consideration of all circumstances in relation to such grants. Accordingly, the said ordinary resolutions were not put forward to the Shareholders for consideration and approval by the Shareholders at the EGM.
- (c) As at the date of the EGM, the total number of shares of the Company in issue was 436,375,375 shares.
- (d) A total of 159,867,549 Shares were voted at the EGM in respect of the resolutions numbered 1 and 2, of which (i) 1,046,711 Shares held by LAV BIOSCIENCES FUND III, L.P.; and (ii) 523,047 Shares held by LILLY ASIA VENTURES FUND III, L.P. were required to abstain from voting but had inadvertently voted at the EGM in respect of resolutions numbered 1 and 2 due to inadvertent error. Pursuant to the memorandum and articles of association of the Company, where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted and therefore, the votes by (i) LAV BIOSCIENCES FUND III, L.P. representing 1,046,711 Shares; and (ii) LILLY ASIA VENTURES FUND III, L.P. representing 523,047 Shares in respect of the resolutions numbered 1 and 2 have not been counted. In this respect, details of the poll results for the resolutions numbered 1 and 2 have excluded the votes by LAV BIOSCIENCES FUND III, L.P. and LILLY ASIA VENTURES FUND III, L.P. and their associates.

- (e) As at the date of the EGM,
- (1) (i) Directors of the Company, namely Dr. Qian (together with his close associates, being Success Voyage Investment Limited, Trident Trust Company (South Dakota) Inc in the capacity of the trustee of the Success Voyager Trust, and HSBC Trust Company (Delaware) National Association in the capacity of the trustee of Qian Dynasty Irrevocable Trust), Dr. Zhao (together with his close associate, being VI Holding Limited), Mr. Weng, Mr. Jiasong Tang, Mr. Zhihua Zhang, Dr. Kumar Srinivasan and Ms. Helen Wei Chen, (ii) Mr. Frank Feng Ye, a director at the subsidiary level of the Group who hold vested Shares in Success Link, and (iii) Mr. Shi Yi and LAV group, substantial shareholders of the Company, are core connected persons of the Company who together are interested in a total of 128,700,641 Shares or underlying Shares, representing approximately 29.49% of the total number of issued Shares of the Company, were required to and did abstain (save as disclosed in (d) above) from voting on resolutions numbered 1 and 2;
 - (2) Dr. Qian, Dr. Zhao and Mr. Weng and their close associates were further required to and did abstain from voting on resolutions 6 and 7 relating to the refreshment of the Scheme Mandate Limit and Service Provider Sublimit in accordance with Rule 17.03C(1)(b);
 - (3) Success Reach, holding in aggregate 5,636,230 Shares, consisting of (i) unvested Shares, (ii) vested Shares for Dr. Qian, Dr. Zhao, Mr. Weng or any other of the aforementioned core connected persons, and (iii) vested Shares for independent parties, representing in aggregate approximately 1.29% of the total number of issued Shares of the Company, was required to and did abstain from voting such Shares on the resolutions numbered 1, 2, 6 and 7 above in accordance with Rule 17.05A and as the trustee of the Success Reach Trust would act in accordance with the instructions of the Board (or a committee thereof) in respect of the exercise of the voting rights attached to the Shares it holds;
 - (4) Success Link, holding in aggregate 5,306,592 Shares, consisting of (i) unvested Shares and (ii) vested Shares for Dr. Qian, Dr. Zhao, Mr. Weng or any other of the aforementioned core connected persons, representing in aggregate approximately 1.22% of the total number of issued Shares of the Company, was required to and did abstain from voting such Shares on the resolutions numbered 1, 2, 6 and 7 above in accordance with Rule 17.05A and as it holds vested Shares for Dr. Qian, Dr. Zhao, Mr. Weng or any other of the aforementioned core connected persons; and
 - (5) the trustee of the Success Connect Trust, holding in aggregate 19,625,945 Shares, consisting of (i) unvested Shares, (ii) vested Shares for Dr. Qian, Dr. Zhao, Mr. Weng or any other of the aforementioned core connected persons, and (iii) vested Shares for independent parties, representing in aggregate approximately 4.50% of the total number of issued Shares of the Company, was required to and did abstain from voting such Shares on the resolutions numbered 1, 2, 6 and 7 above in accordance with Rule 17.05A and as it would act in accordance with the instructions of Dr. Qian and Mr. Weng in respect of the exercise of the voting rights attached to the Shares it holds.
- (f) Save as aforesaid, there were no shares entitling the holder to attend and abstain from voting in favor of the resolutions at the EGM 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**”).
- (g) None of the shareholders of the Company have stated their intention in the Company’s circular dated March 6, 2024, to vote against or to abstain from voting on any of the resolutions at the EGM.
- (h) Accordingly, the total number of Shares entitling the holders to attend and to vote on resolutions numbered (i) 1 and 2 of the EGM was 307,674,734 Shares; and (ii) 6 and 7 of the EGM was 350,427,868.

- (i) The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.
- (j) The EGM was convened by the Board and was presided over by Mr. Zhihua Zhang. All Directors attended the EGM in person or by electronic means.

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

Hong Kong, March 25, 2024

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.