

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 THURSDAY, 9 MARCH 2023**

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 Thursday, 9 March 2023.

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 16 February 2023 (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 218 Xinghu Street, Biobay, B6-501, Suzhou, China on 9 March 2023 at 10 a.m.. At the EGM of the Company held on Thursday, 9 March 2023, all the proposed resolutions as set out in the notice of the EGM dated 16 February 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.	<p>THAT the grant 4,400,000 restricted share units (“RSUs”) to Mr. Weng, who is an executive director (“Director”), chief financial officer of the Company, entitling him to 4,400,000 ordinary shares of US\$0.001 each (the “Shares”) in the share capital of the Company (the principal terms and conditions of such grant are set out in the circular of the Company dated February 16, 2023 (the “Circular”)) under and pursuant to the Pre-IPO Equity Incentive Plan of the Company adopted on January 1, 2019 (the “Pre-IPO Equity Incentive Plan”) and on such terms as stipulated in the award letter issued by the Company pursuant to the Pre-IPO Equity Incentive Plan be and is hereby approved, confirmed and ratified, 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 grant of the 4,400,000 RSUs to Mr. Weng, and THAT any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.</p>	<p>134,535,616 (99.99%)</p>	<p>1,500 (0.01%)</p>	<p>134,537,116</p>

Ordinary Resolutions*		Number of Votes (Approximate %)		Total number of votes cast
		For	Against	
2.	<p>THAT the grant of 3,641,024 Options to Dr. Qian, who is an executive Director and the Chief Executive Officer of the Company, and the grant of 4,853,181 Options to Dr. Zhao, who is a non-executive Director of the Company, entitling Dr. Qian to subscribe for 3,641,024 Shares at an exercise price of HK\$3.02 per Share and entitling Dr. Zhao to subscribe for 4,853,181 Shares at an exercise price of HK\$3.02 per Share (the principal terms and conditions of such grant are set out in 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 option letter issued by the Company pursuant to the Share Incentive Scheme be and is hereby approved, confirmed and ratified, 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 3,641,024 Options to Dr. Qian, the grant of the 4,853,181 Options to Dr. Zhao and the issue of the Shares upon the exercise of the Options by Dr. Qian and Dr. Zhao, respectively, and THAT any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.</p>	<p>106,449,236 (79.12%)</p>	<p>28,087,880 (20.88%)</p>	<p>134,537,116</p>

Ordinary Resolutions*		Number of Votes (Approximate %)		Total number of votes cast
		For	Against	
3.	<p>THAT the grant of 4,277,188 Award Shares to Dr. Qian and the grant of 198,997 Award Shares to Dr. Zhao (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, 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 4,277,188 Award Shares to Dr. Qian, the grant of the 198,997 Award Shares to Dr. Zhao and the issue of the Shares upon the vesting of the Award Shares of Dr. Qian and Dr. Zhao, respectively, and THAT any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.</p>	<p>134,535,616 (99.99%)</p>	<p>1,500 (0.01%)</p>	<p>134,537,116</p>

\* 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 favour of each of the resolutions numbered 1 to 3, all resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the EGM, the total number of shares of the Company in issue was 425,031,030 shares.
- (c) As at the date of the EGM,
  - (1) (i) 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 and the Shi Dynasty Irrevocable Trust), (ii) Dr. Zhao (together with his close associate, being VI Holding Limited), and (iii) Frank Feng Ye, a director at the subsidiary level of the Group who hold vested Shares in Success Link, are core connected persons of the Company who together hold (directly or indirectly) an aggregate of 55,474,982 Shares, representing approximately 13.05% of the total number of issued Shares of the Company, were required to and did abstain from voting on all of the resolutions above;

- (2) Success Reach, holding in aggregate 5,636,230 Shares, consisting of unvested Shares, vested Shares for Dr. Qian, Dr. Zhao, Mr. Weng or any other of the aforementioned core connected persons, and vested Shares for independent parties, representing in aggregate approximately 1.33% of the total number of issued Shares of the Company, was required to and did abstain from voting such Shares on all of the resolutions above in accordance with Rule 17.05A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) 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;
- (3) Success Link, holding in aggregate 9,100,645 Shares (of which 4,600,645 Shares are included in Note (c)(i) above), consisting of unvested Shares and vested Shares for Dr. Qian, Dr. Zhao, Mr. Weng or any other of the aforementioned core connected persons, representing in aggregate approximately 2.14% of the total number of issued Shares of the Company, was required to and did abstain from voting such Shares on all of the resolutions above in accordance with Rule 17.05A of the Listing Rules and as it holds vested Shares for Dr. Qian, Dr. Zhao, Mr. Weng or any other of the aforementioned core connected persons; and
- (4) the trustee of the Success Connect Trust, holding in aggregate 7,021,160 Shares, consisting of unvested Shares, vested Shares for Dr. Qian, Dr. Zhao, Mr. Weng or any other of the aforementioned core connected persons, and vested Shares for independent parties, representing in aggregate approximately 1.65% of the total number of issued Shares of the Company, was required to and did abstain from voting such Shares on all of the resolutions above in accordance with Rule 17.05A of the Listing Rules 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.
- (d) Save as aforesaid, there were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules.
- (e) None of the shareholders of the Company have stated their intention in the Company’s circular dated 16 February 2023 to vote against or to abstain from voting on any of the resolutions at the EGM.
- (f) Accordingly, the total number of shares of the Company entitling the holders to attend and vote on the resolutions at the EGM was 352,398,658.
- (g) The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.
- (h) The EGM was convened by the Board and was presided over by Dr. Yining (Jonathan) Zhao. 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, 9 March 2023

*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, Mr. Zhihua Zhang and Dr. Kumar Srinivasan as independent non-executive Directors.*