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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)

### GRANT OF AWARD SHARES PURSUANT TO THE SHARE INCENTIVE SCHEME

Pursuant to Rule 17.06A of the Listing Rules, the Board announces that, on July 21, 2023, the Company granted 2,792,800 Award Shares to 231 Award Grantees under the Share Incentive Scheme (the “July Award Grant”).

Details of the July Award Grant are set out below:

<b>Date of grant:</b>	July 21, 2023
<b>Number of Award Grantees:</b>	231, of which all are Employee Participants
<b>Number of Award Shares granted:</b>	2,792,800 Award Shares, representing approximately 0.65% of the total issued share capital of the Company as of the date of this announcement
<b>Purchase price of the Award Shares granted:</b>	Nil
<b>Closing price of the Shares on the date of grant:</b>	HK\$5.08 per Share
<b>Consideration for the Award Shares granted:</b>	Nil
<b>Vesting period of the Award Shares:</b>	2,492,800 Award Shares will be vested over one to four years from the date of grant.

300,000 Award Shares will be vested based on performance targets. See below for further details.

The vesting period for the 300,000 performance target-based Award Shares granted may have vesting period shorter than 12 months subject to the fulfillment of the relevant performance targets. This adjustment of vesting period is permitted by the rules of the Share Incentive Scheme.

**Performance targets of the Award Shares:**

The vesting of the 300,000 Award Shares granted shall be vested upon target achievements of milestones for drug discovery, clinical development, regulatory approval and partnership development of several programs.

**Clawback mechanism of the Award Shares:**

The key clawback terms are as follow:

If an Award Grantee ceases to be an eligible person by reason of retirement of the Award Grantee, any outstanding Award Shares and related income not yet vested shall continue to vest in accordance with the vesting dates set out in the award letter, unless the Scheme Administrator determines otherwise at their absolute discretion.

If an Award Grantee ceases to be an eligible person by reason of (i) death of the Award Grantee, (ii) termination of the Award Grantee's employment or contractual engagement with the Group or an affiliate by reason of his/her permanent physical or mental disablement, (iii) termination of the Award Grantee's employment or contractual engagement with the Group by reason of redundancy, any outstanding Award Shares and related income not yet vested shall be immediately forfeited, unless the Scheme Administrator determines otherwise at their absolute discretion.

If an Award Grantee, being an employee whose employment is terminated by the Group or an affiliate by reason of the employer terminating the contract of employment without notice or payment in lieu of notice, or the Award Grantee has been convicted of any criminal offence involving his or her integrity or honesty, or any wrongdoing involving the Group's financial statements, any outstanding Award Shares and related income not yet vested shall be immediately forfeited, unless the Scheme Administrator determines otherwise at their absolute discretion, taking into consider the purpose of the Share Incentive Scheme.

**Listing Rules implications**

Under the July Award Grant, (i) none of the Award Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined under the Listing Rules); (ii) none of the Award Grantees is a participant with options and share awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D(1) of the Listing Rules; (iii) none of the Award Grantees is a related entity participant or a service provider (as defined under the Listing Rules); and (iv) no financial assistance has been provided by the Group to the Award Grantees for the purchase of Shares under the Share Incentive Scheme.

## **Reason for and benefits of the July Award Grant**

The reasons for the grants of Award Shares are to provide incentives for the Award Grantees to exert maximum efforts and reward continued efforts for the success of the Company and its affiliates, and to provide a means by which the Award Grantees may be given an opportunity to benefit from increases in value of the Shares through the granting of the Award Shares.

## **Number of Shares available for future grant**

The number of Shares available for future grant after the July Award Grant under the (i) Scheme Mandate Limit will be 5,480,243 Shares and (ii) the service provider sublimit of the Share Incentive Scheme will be 8,910,386 Shares.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

<b>Term</b>	<b>Definition</b>
“Articles”	the articles of association of the Company currently in force
“associate(s)”	shall have the meaning ascribed to it under the Listing Rules
“Award Grantee(s)”	grantees of the July Award Grant, who are Employee Participants and are not connected persons of the Company under the Listing Rules
“Award Share(s)”	the Shares granted under the Share Incentive Scheme
“Board”	the board of Directors of the Company
“Company”	Transcenta Holding Limited (創勝集團醫藥有限公司), a limited liability company incorporated under the laws of the British Virgin Islands on August 20, 2010 and continued in the Cayman Islands on March 26, 2021 as an exempted company with limited liability under the laws of Cayman Islands, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company, from time to time
“Employee Participant”	An eligible participant under the Share Incentive Scheme who is a director, officer or employee of the Group on the date of grant

“Group”	the Company together with its subsidiaries from time to time; “member of the Company” means any or a specific one of them, and “Group Company” shall be construed accordingly
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“July Award Grant”	the grant of a total of 2,792,800 Award Shares to selected grantees on July 21, 2023 pursuant to the Share Incentive Scheme
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Prospectus”	the prospectus of the Company dated September 14, 2021
“Scheme Administrator”	the Board or the committee of the Board or person(s) to which the Board has delegated its authority (as applicable) to administer the Share Incentive Scheme in accordance with its rules
“Scheme Mandate Limit”	The total number of Shares which may be issued in respect of all options and awards 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 (for the avoidance of doubt, including the Pre-IPO Equity Incentive Scheme) of the Company as approved by the Shareholders at the extraordinary general meeting held on November 4, 2022, being 44,551,933 Shares, representing 10% of the total issued and outstanding Shares on the date of the said meeting
“Share(s)”	ordinary share(s) in the share capital of our Company, currently with a par value of US\$0.0001 each
“Shareholder(s)”	holder(s) of Shares
“Share Incentive Scheme”	the share incentive scheme of the Company conditionally approved by the Shareholders of the Company on November 4, 2022 (as amended from time to time)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it in the Listing Rules

“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“US\$”	U.S. dollars, the lawful currency of the United States of America
“%”	per cent

*For the purpose of this announcement, the exchange rate between US\$ and HK\$ is US\$1=HK\$7.8.*

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

Hong Kong, July 21, 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 Zhao as chairman and non-executive Director, and Mr. Jiasong Tang, Dr. Jun Bao, Mr. Zihua Zhang and Dr. Kumar Srinivasan as independent non-executive Directors.*