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)

UPDATE ON MEASURES AND ACTIONS TAKEN IN RESOLVING THE DISCLAIMER OF OPINION IN THE ANNUAL REPORT FOR THE YEAR ENDED DECEMBER 31, 2024

The board of directors (the "**Board**") of Transcenta Holding Limited (the "**Company**", and its subsidiaries, the "**Group**") would like to provide the shareholders and potential investors of the Company with updates in relation to the measures and actions taken to resolve the disclaimer of opinion ("**Disclaimer of Opinion**") as set out in its annual report for the year ended December 31, 2024 (the "**Annual Report**"). Capitalized terms used herein but not otherwise defined shall have the same meanings ascribed thereto in the Annual Report.

During the period commencing from April 22, 2025, being the date of publication of the Annual Report, and up to the date of this announcement, the Group has been undertaking a number of measures and actions, as well as following up on existing ones to mitigate its liquidity pressure and to improve its financial position, for which updates on the implementation progress, status and expected outcome are set forth as follows:

(I) ENGAGING WITH VARIOUS THIRD PARTIES TO FURTHER ITS GLOBAL DEVELOPMENT AND COMMERCIALIZATION OF A MAJOR PIPELINE, WITH "LICENSING OUT" AND/OR "CO-DEVELOPMENT" PLANS

The Group has received multiple term sheets for its main pipeline asset and is in active discussion regarding partnership for such asset. In the meantime, the Group has been leveraging support from professional advisors in facilitating asset-based fund raising with potential investors. The Company has also garnered interest from several reputable venture capital and private equity firms, with which the Company has been in active discussions with to secure funding for the research and development of such asset.

(II) PURSUING OUT-LICENSING OR FUND RAISING TO SUPPORT FURTHER DEVELOPMENT OF OTHER PIPELINES

The Group has been in active discussions with various parties towards supporting the development of its other pipelines, where fund raising options, such as out-licensing and the formation of NewCo, are being explored. The Group is currently in active discussions on partnerships and collaborative opportunities for the Company's pipeline assets such as TST002, TST801, TST808 and TST013.

(III) ENGAGING IN DISCUSSIONS AND NEGOTIATIONS WITH VARIOUS PARTIES FOR CAPITAL FUNDINGS

Progress has been made by the Group in its negotiations with various parties to explore diverse capital funding opportunities within the year, including but not limited to PIPE or the issuance of convertible bonds.

(IV) EXPLORING NON-EXCLUSIVE, ROYALTY BEARING PROPRIETARY TECHNOLOGY PLATFORM OUT-LICENSING OPPORTUNITIES

In March 2025, the Group signed a non-binding term sheet for the license and technology transfer of certain proprietary technologies and intellectual property to an independent third party licensee, with the view of entering into a definitive agreement. The counterparty has completed due diligence on the Group thereafter and has made significant progress in negotiations towards finalizing the agreement with the potential licensee. Progress has also been made on another front, with the Group being in talks with other interested parties looking to explore potential technology licensing.

(V) EXPLORING GLOBAL PARTNERSHIPS IN PERFUSION AND FED BATCH CULTURE MEDIA SUPPLY, AS WELL AS OTHER CO-DEVELOPMENT AND LICENSING OPPORTUNITIES

The Company has also entered into material transfer agreements with multiple global culture media suppliers to enable evaluation of the perfusion bioprocessing cell culture media with the goal of establishing global partnerships. The Company has also extended its strategic development reach by joining hands with leading suppliers to develop advanced culture media products.

(VI) NEGOTIATING WITH VARIOUS BANKS TO RENEW AND EXTEND EXISTING BANK BORROWINGS, AND SECURE NEW BANKING FACILITIES BEYOND DECEMBER 31, 2024

The Group has already secured bank facilities beyond March 31, 2025, and by the date of this announcement, the Company has already forged strategic collaboration with certain banks to secure credit facility of over RMB100 million to accelerate innovative therapeutics development. Such funds shall be utilized to support the Company's daily operations and new drug development efforts.

(VII) NEGOTIATING WITH SUPPLIERS TO EXTEND THE REPAYMENT DATES OF THE OVERDUE PAYABLES

The Group has continued on its efforts in negotiating payment deferral with its suppliers, and has managed to land repayment extensions with certain major suppliers.

(VIII) PROSPECTING AND ENGAGING NEW CONTRACT DEVELOPMENT AND MANUFACTURING SERVICES CUSTOMERS FOR ITS SERVICES

The Group remains committed in its continuous efforts in prospecting and engaging new customers for such services.

(IX) IMPLEMENTING INITIATIVES TO ALIGN ITS RESOURCES MORE EFFECTIVELY AND EFFICIENTLY WITH THE GROUP'S STRATEGIC OBJECTIVES TO CONTINUE ADVANCING ITS CORE PRODUCTS, INCLUDING BUT NOT LIMITED TO, THE EVALUATION OF EXISTING PROJECTS TO PRIORITIZE ESSENTIAL INVESTMENTS IN RESEARCH AND DEVELOPMENT AND OPTIMIZATION OF THE TASK FORCE

Ongoing attempts are being made by the Group to optimize resource allocation and utilization towards enhancing overall efficiency and performance.

As at the date of this announcement, save as otherwise disclosed in the foregoing, not all the plans and actions mentioned herein have been fully realized, completed or concluded. As such plans and measures involve ongoing negotiations and communications with various external parties, the precise timing for attainment of the above goals cannot be ascertained with accuracy, yet the Group will strive towards attaining the same during the financial year ending December 31, 2025. Further announcements in relation to the matters set out above will be made by the Company as and when appropriate or as required under the Listing Rules.

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

Hong Kong, July 11, 2025

As at the date of this announcement, the Board comprises Dr. Xueming Qian as executive Director, chairman and chief executive officer, Dr. Li Xu as non-executive Director and Mr. Jiasong Tang, Mr. Zhihua Zhang, Dr. Kumar Srinivasan and Ms. Helen Wei Chen as independent non-executive Directors.