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)

CHANGE OF DIRECTORS
AND
CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

Proposed Appointment of Non-executive Director and Independent Non-executive Director

The board (the "**Board**") of directors (the "**Directors**") of Transcenta Holding Limited (the "**Company**") is pleased to announce that (i) Dr. Hansen Xu ("**Dr. Xu**") will be appointed as a non-executive Director; and (ii) Dr. Jun Bao ("**Dr. Bao**") will be appointed as an independent non-executive Director, both upon the approval by the shareholders of the Company ("**Shareholders**") at the annual general meeting to be convened on June 30, 2026 (the "**AGM**").

The biographical details of Dr. Xu are set out below:

Dr. Hansen Xu (徐漢森), aged 37, has been serving as an investment manager since June 2021 and is currently a vice president of Liyan Enterprise Management Consulting (Shanghai) Co., Ltd., a company under the common control of LAV Biosciences Fund III, L.P., LAV GP III, L.P., LAV Corporate GP, Ltd. and LAV Asset Management (Hong Kong) Limited, which are substantial shareholders of the Company. He is primarily responsible for scoping, evaluating and investing in biotech companies in China and the United States. From June 2018 to June 2021, Dr. Xu consecutively served as a consultant and project leader at Boston Consulting Group (BCG), where he was a core member of the healthcare practice group in Greater China, working closely with leading pharmaceutical and biotechnology companies on strategy development, R&D pipeline optimization, new product launches, and organizational restructuring.

Dr. Xu obtained a bachelor's degree in chemistry and a Ph.D. degree in biochemistry from Cornell University in May 2011 and December 2017, respectively.

Save as disclosed above, as at the date of this announcement, Dr. Xu has confirmed that he (i) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other position in the Company or any member of the Group; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iv) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**"); and (v) there is no other information relating to the appointment of Dr. Xu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), nor are there any other matters that need to be brought to the attention of the Shareholders or The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Subject to the approval of Dr. Xu's appointment at the AGM, Dr. Xu will enter into a letter of appointment with the Company for a term of three years from the date of his appointment, unless terminated by either party by giving at least three months' prior notice in writing. Dr. Xu will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the memorandum and articles of association of the Company and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. Dr. Xu will receive a director's fee of RMB200,000 per annum and is entitled to additional benefits (including share-based compensation equivalent to 30,000 ordinary shares under the rules of any share option scheme or share award scheme adopted by the Company) at the Board's discretion, which has been determined by the Board upon recommendation of the remuneration committee of the Board ("**Remuneration Committee**") with reference to his qualifications, experiences, duties and responsibilities with the Company and prevailing market conditions.

Dr. Bao brings significant global business development success to the Board including chief business officer at Biotheus, where he led the seminal collaboration with BioNTech and the subsequent acquisition by BioNTec.

The biographical details of Dr. Bao are set out below:

Dr. Jun Bao (包駿), aged 59, was an independent non-executive Director of the Company from March 2021 to August 2023. He has served as the founding and managing partner of Apuri BioVenture Limited since 2025 and as Chief Business Officer of Biotheus Inc since October 2022. He served as president and CEO of Impact Therapeutics from September 2018 to September 2022. He served as director of Shenogen Pharma Group from July 2017 to October 2019, and as senior vice president and chief business officer at Shenogen Pharma Group from May 2013 to September 2018. Dr. Bao was director of worldwide business development and head of China at GlaxoSmithKline from October 2010 to May 2013. Before GlaxoSmithKline, he worked at ICOS Corporation as an associate director of business development from 2005 before joining Onyx Pharmaceuticals, Inc. as a director of corporate development and financial planning in 2006. He worked at Cell Therapeutics as a senior manager of business development with progressive responsibilities from October 2001 to February 2005. Dr. Bao also worked as a finance manager in Procter & Gamble in Cincinnati from July 1999 to September 2001.

Dr. Bao received a bachelor's degree in microbiology from Shandong University, a Ph.D. degree in neuroscience from the University of Kansas, completed his postdoctoral fellowship at Johns Hopkins University, and received an MBA degree in finance from the University of Chicago.

Dr. Bao has over 30 years of combined business and research and development experience. He is highly experienced in the field of new drug research and development, technology transfer, licensing and business development, mergers and acquisitions, venture investment, company start-up, corporate strategy, corporate management and operations. He has authored or co-authored more than 30 research publications and co-founded three start-up biotechnology companies. Therefore, taking into consideration, among other factors, the education background and professional qualification of Dr. Bao, as well as his significant global business development experience, the Board and the nomination committee of the Board ("**Nomination Committee**") are of the view that his appointment will bring valuable perspectives, knowledge, skills and experience to the Board to ensure the efficient and effective operation of the Board, and will contribute to the diversification of the Board, which will be conducive to the Company's compliant operation and healthy and sustainable development.

As at the date of this announcement, Dr. Bao is interested in 10,000 shares and underlying shares of the Company.

Save as disclosed above, as at the date of this announcement, Dr. Bao has confirmed that he (i) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other position in the Company or any member of the Group; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iv) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) there is no other information relating to the appointment of Dr. Bao that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

Dr. Bao has confirmed (i) his independence as regards each of the factors set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries, nor any connection with any core connected person (as defined in the Listing Rules) of the Company as at the date of this announcement; and (iii) that there are no other factors that may affect his independence. The Board and the Nomination Committee also consider that Dr. Bao meets the independence guidelines set out in Rule 3.13 of the Listing Rules and consider him to be independent of the Company.

Subject to the approval of Dr. Bao's appointment at the AGM, Dr. Bao will enter into a letter of appointment with the Company for a term of three years from the date of his appointment, unless terminated by either party by giving at least three months' prior notice in writing. Dr. Bao will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the memorandum and articles of association of the Company and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. Dr. Bao will receive a director's fee of RMB200,000 per annum and is entitled to additional benefits (including share-based compensation equivalent to 30,000 ordinary shares under the rules of any share option scheme or share award scheme adopted by the Company) at the Board's discretion, which has been determined by the Board upon recommendation of the Remuneration Committee with reference to his qualifications, experiences, duties and responsibilities with the Company and prevailing market conditions.

Resignation of Independent Non-executive Directors

The Board further announces that Dr. Kumar Srinivasan ("**Dr. Srinivasan**") and Mr. Zhihua Zhang ("**Mr. Zhang**") have tendered their resignations as independent non-executive Directors in order to devote more time to their other commitments. Their resignation will take effect after the appointment of Dr. Xu and Dr. Bao as Directors.

Upon their respective resignation as an independent non-executive Director, (i) Dr. Srinivasan will cease to be the chairperson of the Remuneration Committee and a member of the Nomination Committee; and (ii) Mr. Zhang will cease to be the chairperson of the Nomination Committee, a member of the audit committee of the Board ("**Audit Committee**") and a member of the Remuneration Committee.

Each of Dr. Srinivasan and Mr. Zhang has confirmed that (i) he has no disagreement with the Board; and (ii) there are no matters relating to his resignation that need to be brought to the attention of the Stock Exchange or the Shareholders.

The Board would like to express its sincere gratitude to Dr. Srinivasan and Mr. Zhang for their valuable contributions to the Company during their tenure of office.

Change in Composition of Board Committees

The Board further announces that, the following changes to the composition of the Audit Committee, the Remuneration Committee and the Nomination Committee will take effect upon the appointment of Dr. Xu and Dr. Bao as Directors:

1. Dr. Jun Bao will be appointed as a member of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee;

2. Ms. Helen Wei Chen will be appointed as the chairperson of the Remuneration Committee;

3. Dr. Hansen Xu will be appointed as a member of the Remuneration Committee; and

4. Dr. Xueming Qian will be appointed as the chairperson of the Nomination Committee.

The proposed appointment of (i) Dr. Xu as a non-executive Director; and (ii) Dr. Bao as an independent non-executive Director of the Company will be put forth for approval by the Shareholders at the AGM. A circular containing, among other things, further details of the proposed appointment of a non-executive Director and an independent non-executive Director, together with the notice of the AGM, will be despatched to the Shareholders in due course.

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

Hong Kong, June 4, 2026

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.