创胜医药
TRANSCENTA

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)

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) COMPLIANCE WITH RULE 3.10(1) OF THE LISTING RULES; AND (3) GRANT OF AWARD PURSUANT TO THE SHARE INCENTIVE SCHEME

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the "**Board**") of Transcenta Holding Limited (the "**Company**") is pleased to announce that Prof. Genhong Cheng ("**Prof. Cheng**") has been appointed as an independent non-executive Director of the Company, with effect from August 28, 2026.

The biographical details of Prof. Cheng are set out below:

Prof. Cheng, aged 63, is an emeritus professor in the Department of Microbiology, Immunology & Molecular Genetics at the University of California Los Angeles ("**UCLA**"). Currently, he is a professor at the Guangzhou Laboratory (廣州實驗室). He was a faculty member at UCLA where he served as an assistant professor, associate professor and professor at UCLA, consecutively, from 1996 to 2025. Prof. Cheng graduated from Wuhan University with a bachelor's degree in 1984. He obtained his Ph.D. in molecular biology from the Albert Einstein School of Medicine in 1990. He subsequently conducted his postdoctoral research at Rockefeller University from 1992 to 1994 and the Massachusetts Institute of Technology, under the supervision of Prof. David Baltimore from 1994 to 1996. Throughout his academic career, he has received various scientific awards, including the Stohlman Award from the Leukemia & Lymphoma Society and was elected as a fellow of the American Association for the Advancement of Science in 2012 and as a member of the American Academy of Microbiology in 2018. He is the founding director of Systems Medicine Institute of the Chinese Academy of Medical Sciences.

Prof. Cheng was also an independent director of Yifan Pharmaceutical Co., Ltd. (億帆醫藥股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: SZ.362019) from 2019 to 2025, and an independent non-executive director of Shanghai Ark Biopharmaceutical Limited Co., Ltd. (上海愛科百發生物醫藥技術股份有限公司) since 2025. He has also served as a strategic scientist of Guangzhou Pharmaceutical Group Co., Ltd. (廣州醫藥集團有限公司) since 2025 and Qingdao Baheal Medical Inc. (青島百洋醫藥股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: SZ.301015) since 2015.

Prof. Cheng will enter into a letter of appointment with the Company for the term of three years commencing from August 28, 2026, and subject to retirement and re-election at the forthcoming annual general meeting in accordance with memorandum and articles of association of the Company and the Corporate Governance Code as set out in the Appendix C1 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). Prof. Cheng will receive a director's fee of RMB200,000 per annum and is expected to received certain additional benefits (including share-based compensation equivalent to 30,000 ordinary shares under the rules of the Company's share award scheme, the details of which are set out in this announcement below) determined by the Board upon recommendation of the remuneration committee of the Board with reference to his experience and duties with the Company and prevailing market conditions.

Save as disclosed above, as at the date of this announcement, (i) Prof. Cheng does not hold any other 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 (3) years; (ii) Prof. Cheng does not hold any other position in the Company or members of the Group; (iii) Prof. Cheng does not, 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 (iv) Prof. Cheng does not have any relationship with any Directors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined under the Listing Rules) of the Company.

Prof. Cheng has confirmed (i) his independence as regards the factors in Rule 3.13 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 or any connection with any core connected person of the Company; (iii) there are no other factors that may affect his independence at the time of his appointment; (iv) save as disclosed above, there is no information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matters concerning his appointment that need to be brought to the attention of the shareholders.

The Board would like to extend a warm welcome to Prof. Cheng on his appointment.

COMPLIANCE WITH RULE 3.10(1) OF THE LISTING RULES

Upon the appointment of Prof. Cheng, the Company has three independent non-executive Directors and therefore satisfies the requirement under Rule 3.10(1) of the Listing Rules.

GRANT OF AWARD PURSUANT TO THE SHARE INCENTIVE SCHEME

Pursuant to the Rule 17.06A of the Listing Rules, the Board announces that, on August 28, 2026, the Company granted 30,000 Award Shares to Prof. Cheng under the Share Incentive Scheme.

Details of the Award Grant are set out below:

Date of grant:	August 28, 2026
Number of Award Grantee:	One Director, namely Prof. Cheng
Number of Award Shares Granted:	30,000 Award Shares, representing approximately 0.01% of the total issued share capital of the Company (excluding treasury shares) as of the date of this announcement
Purchase price of the Award Shares granted	Nil
Closing price of the Shares on the date of grant	HK$1.075 per Share
Consideration for the Award Shares granted	Nil
Vesting period of the Award Shares	All 30,000 Award Shares will be vested over three years from the date of grant pursuant to the terms and conditions of the appointment letter of Prof. Cheng.
Performance targets of the Award Shares:	There is no performance target attached to the Award Grant As grant of the Award Shares to Prof. Cheng forms part of his remuneration and is to incentivize and retain him, whose contributions are beneficial to the continual operation, development and long-term growth of the Group, the Remuneration Committee is of the view that it is not necessary to set performance targets for the relevant Award Grant to the Award Grantee.
Clawback mechanism of the Award Shares:	The key clawback terms are as follows: If the Award Grantee ceases to be an eligible person by reason of retirement, 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 his/her absolute discretion. If the 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.

Listing Rules Implications

Under the Award Grant, 30,000 Award Shares were granted to Prof. Cheng, an independent non-executive Director. Pursuant to Rule 17.04(1) of the Listing Rules, such grant to Prof. Cheng has been approved by the independent non-executive Directors. Prof. Cheng did not vote on the resolutions relating to the grant to himself and had not been counted towards the quorum of the Board meeting in respect of such resolutions.

For the avoidance of doubt, the Award Grantee, i.e., Prof. Cheng, an independent non-executive Director, is not the chief executive or substantial shareholder of the Company, nor is he their respective associates (as defined under the Listing Rules), or a related entity participant or a service provider (as defined under the Listing Rules). No financial assistance has been provided by the Group to him for the purchase of Shares under the Share Incentive Scheme.

Reasons for and benefits of the Award Grant

The Award Grant to Prof. Cheng forms part of his remuneration approved by the Remuneration Committee. Such grant will encourage him to work towards enhancing the value of the Company and the Shares for the benefits of the Company and Shareholders as a whole by providing his independent opinion and judgment to the Board in building the strategy and long-term development of the Company.

In view of the foregoing, the Award Grant to Prof. Cheng is thus made with the view to aligning his interests with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to encouraging and retaining him to make contributions to the long-term growth and profits of the Group.

Number of Shares available for future grant

The number of Shares available for future grant after the Award Grant under (i) the Scheme Mandate Limit will be 926,990 Shares; and (ii) the service provider sublimit of the Share Incentive Scheme will be 926,990 Shares (service provider sublimit being subject to the Scheme Mandate Limit).

DEFINITIONS

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

Terms	**Definitions**
“associate(s)”	shall have the meaning ascribed to it under the Listing Rules
“Award Grant”	the grant of a total 30,000 Award Shares to Prof. Cheng on August 28, 2026 pursuant to Share Incentive Scheme
“Award Grantee”	Prof. Cheng
“Award Shares”	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
"Director(s)"	the director(s) of the Company, from time to time
"Group"	the Company together with its subsidiaries from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Prof. Cheng"	Prof. Genhong Cheng, an independent non-executive Director
"Remuneration Committee"	the remuneration committee of the Board
"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 the 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, Chairman and Chief Executive Officer

Hong Kong, August 28, 2026

As at the date of this announcement, the Board comprises (i) Dr. Xueming Qian as executive Director, chairman and chief executive officer; (ii) Dr. Li Xu and Dr. Han Sen Xu as non-executive Directors; and (iii) Mr. Jiasong Tang, Ms. Helen Wei Chen and Prof. Genhong Cheng as independent non-executive Directors.