
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in TransThera Sciences (Nanjing), Inc., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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TransThera Sciences (Nanjing), Inc. **藥捷安康(南京)科技股份有限公司**

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2617)

**2024 WORK REPORT OF THE BOARD OF DIRECTORS;
2024 WORK REPORT OF THE SUPERVISORY COMMITTEE;
2024 FINANCIAL REPORT;
UNCOVERED LOSSES AMOUNTING TO ONE-THIRD OF
THE TOTAL PAID-UP SHARE CAPITAL;
2024 PROFIT DISTRIBUTION PLAN;
APPOINTMENT OF AUDITOR FOR 2025;
REMUNERATION PLAN FOR DIRECTORS FOR 2025;
REMUNERATION PLAN FOR SUPERVISORS FOR 2025;
ELECTION OF DIRECTORS OF THE SECOND SESSION OF
THE BOARD OF DIRECTORS;
ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS OF
THE SECOND SESSION OF THE SUPERVISORY COMMITTEE;
PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES;
PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE H SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of TransThera Sciences (Nanjing), Inc. to be held at the Company's Meeting Room, 13th Floor, Exhibition Centre of Biotech and Pharmaceutical Valley, Jiangbei New Area, Nanjing, Jiangsu Province, PRC with an online access via the Vistra eVoting Portal on Monday, 4 August 2025 at 9:30 a.m. is set out on pages 35 to 39 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed and published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.transthera.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders) or the Company's head office in the PRC at 3rd Floor, 9th Building, Accelerator Phase 2 of Biotech and Pharmaceutical Valley, Jiangbei New Area, Nanjing, Jiangsu Province (for Domestic Shareholders) as soon as possible but in any event not less than 24 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:30 a.m. on Sunday, 3 August 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person or online through Vistra eVoting Portal at the Annual General Meeting should you so wish, and in such event, the form of proxy that you have completed and returned will be deemed to be revoked.

All time and dates mentioned in this circular refer to Hong Kong time and dates.

11 July 2025

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GUIDANCE FOR THE ANNUAL GENERAL MEETING

ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES

The AGM will be held as a hybrid meeting, whereby Shareholders may participate in the AGM physically or through online access by visiting the Vistra eVoting Portal. Shareholders can participate in the AGM online in a convenient and efficient way from anywhere with an internet connection, in addition to the traditional physical attendance at the AGM. Shareholders participating in the AGM using the Vistra eVoting Portal will also be counted towards the quorum and they will be able to attend the AGM, vote and submit questions through the Vistra eVoting Portal.

The Vistra eVoting Portal will be opened for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with internet connection by a mobile phone, tablet or computer device. Shareholders should allow ample time to check into the Vistra eVoting Portal to complete the related procedures.

1. Login Details for Registered Shareholders

Registered Shareholders will be able to attend the AGM, vote and submit questions online through the Vistra eVoting Portal. Each registered Shareholder's personalized username and password will be sent to him/her/it under separate notification letter, which is expected to be despatched to the Shareholders on Monday, July 28, 2025 by post.

2. Login Details for Non-registered Shareholders

Non-registered Shareholders whose Shares are held in the CCASS through bank, stockbroker, custodians or HKSCC (collectively the “**Intermediary**”) may also be able to attend the AGM, vote and submit questions online through the Vistra eVoting Portal. In this regard, they should:

- (i) contact and instruct their Intermediary that they want to attend the AGM, vote and submit questions online; and
- (ii) provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the AGM arrangements including login details to access the Vistra eVoting Portal will be sent by the Company's H share registrar, Tricor Investor Services Limited, to the email address of the non-registered Shareholders provided by the Intermediary. Without the login details, non-registered Shareholders will not be able to attend the AGM, vote and submit questions online using the Vistra eVoting Portal. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (i) and (ii) above.

GUIDANCE FOR THE ANNUAL GENERAL MEETING

3. Login Details for Proxies or Corporate Representatives

Details regarding the AGM arrangements including login details to access the Vistra eVoting Portal will be sent by the Company's H share registrar, Tricor Investor Services Limited, to the email address of the proxies provided to it in the relevant proxy forms.

Registered and non-registered Shareholders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details.

APPOINTMENT OF PROXY

Return of a completed proxy form will not preclude Shareholders subsequently from attending and voting in person or by means of electronic facilities at the AGM or any adjournment thereof should they so wish. Shareholders are requested to complete the proxy form and returning it to the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders) or the Company's head office in the PRC at 3rd Floor, 9th Building, Accelerator Phase 2 of Biotech and Pharmaceutical Valley, Jiangbei New Area, Nanjing, Jiangsu Province (for Domestic Shareholders) as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the meeting (i.e. by no later than 9:30 a.m. on August 3, 2025) or any adjournment thereof. Registered Shareholders submitting the proxy form are requested to provide a valid email address of his or her proxy (except appointment of the Chairman of the AGM) for the proxy to receive the username and password to participate in the online virtual meeting via the Vistra eVoting Portal.

SUBMISSION OF PROXY FORMS FOR REGISTERED SHAREHOLDERS

A proxy form for use at the AGM is enclosed with this circular. A copy of the proxy form can also be downloaded from the web sites of the Stock Exchange (www.hkexnews.hk) and the Company (www.transthera.com). The deadline to submit completed proxy forms to the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong is not less than 24 hours before the time appointed for holding the AGM (i.e. by no later than 9:30 a.m. on August 3, 2025), or any adjournment thereof (as the case may be).

GUIDANCE FOR THE ANNUAL GENERAL MEETING

APPOINTMENT OF PROXY FOR NON-REGISTERED SHAREHOLDERS

Non-registered Shareholders should contact their Intermediary as soon as possible for assistance in the appointment of proxy.

If Shareholders have any questions relating to the AGM, please contact Tricor Investor Services Limited, the Company's H share registrar, as follows:

Tricor Investor Services Limited

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

Telephone: (852) 2980 1333

Facsimile: (852) 2810 8185

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company in the form of a hybrid meeting to be held at the Company’s Meeting Room, 13th Floor, Exhibition Centre of Biotech and Pharmaceutical Valley, Jiangbei New Area, Nanjing, Jiangsu Province, PRC on Monday, 4 August 2025 at 9:30 a.m., with an online virtual meeting, with an option for a virtual attendance and participation via Vistra eVoting Portal or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board” or “Board of Directors”	the board of Directors of the Company
“Company”	TransThera Sciences (Nanjing), Inc. (藥捷安康(南京)科技股份有限公司), a joint stock company with limited liability incorporated in the PRC, the predecessor of which was Nanjing TransThera Biosciences Co., Ltd. (南京藥捷安康生物科技有限公司), a limited liability company established in the PRC on 15 April 2014, and if the context requires, include its predecessor
“Company Law”	the Company Law of the PRC
“Director(s)”	the director(s) of the Company
“Domestic Shareholder(s)”	holder(s) of Unlisted Shares
“H Share(s)”	ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares
“HK\$” or “HK dollars”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with (including sale or transfer of any Treasury Shares) additional Shares of not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the relevant resolution
“Latest Practicable Date”	10 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing”	listing of the H Shares on the Main Board of the Hong Kong Stock Exchange
“Listing Date”	23 June 2025, on which the H Shares are listed on the Main Board of the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	the People’s Republic of China. For the purposes of this document only and except where the context requires otherwise, excludes Hong Kong, Macau and Taiwan
“Remuneration Committee”	the remuneration and appraisal committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange
“Share(s)”	ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, comprising Unlisted Share(s) and H Share(s)

DEFINITIONS

“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase H Shares on the Stock Exchange of not exceeding 10% of the total number of issued H Shares (excluding any Treasury Shares) as at the date of passing of the relevant resolutions
“Shareholder(s)”	holder(s) of the Share(s)
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“Treasury Shares”	has the meaning ascribed to it in the Hong Kong Listing Rules
“Unlisted Share(s)”	ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are not listed on any stock exchange
“Vistra eVoting Portal”	electronic platform for the registered Shareholders, proxies and corporate representatives attending the Annual General Meeting via internet
“%”	per cent

LETTER FROM THE BOARD



TransThera Sciences (Nanjing), Inc.
藥捷安康(南京)科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2617)

Executive Directors:

Dr. Frank Wu
Mr. Wu Di

Non-executive Directors:

Ms. Jia Zhongxin
Dr. Yi Hua

Independent Non-executive Directors:

Ms. Chui Hoi Yam
Ms. Zheng Zhelan
Mr. Li Shu Pai

*Head office and principal place of
business in the PRC:*

3rd Floor, 9th Building,
Accelerator Phase 2 of Biotech
and Pharmaceutical Valley,
Jiangbei New Area,
Nanjing, Jiangsu Province,
PRC

Principal place of business in Hong Kong:

Room 2609, China Resources Building,
26 Harbour Road,
Wanchai, Hong Kong

11 July 2025

To the Shareholders

Dear Sir/Madam,

**2024 WORK REPORT OF THE BOARD OF DIRECTORS;
2024 WORK REPORT OF THE SUPERVISORY COMMITTEE;
2024 FINANCIAL REPORT;
UNCOVERED LOSSES AMOUNTING TO ONE-THIRD OF
THE TOTAL PAID-UP SHARE CAPITAL;
2024 PROFIT DISTRIBUTION PLAN;
APPOINTMENT OF AUDITOR FOR 2025;
REMUNERATION PLAN FOR DIRECTORS FOR 2025;
REMUNERATION PLAN FOR SUPERVISORS FOR 2025;
ELECTION OF DIRECTORS OF THE SECOND SESSION OF
THE BOARD OF DIRECTORS;
ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS OF
THE SECOND SESSION OF THE SUPERVISORY COMMITTEE;
PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES;
PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE H SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

2. 2024 WORK REPORT OF THE BOARD OF DIRECTORS

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the 2024 work report of the Board of Directors, the full text of which is set out in Appendix I to this circular.

3. 2024 WORK REPORT OF THE SUPERVISORY COMMITTEE

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the 2024 work report of the Supervisory Committee, full text of which is set out in Appendix II to this circular.

4. 2024 FINANCIAL REPORT

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the 2024 financial report of the Group, full text of which is set out in the Accountants' Report in the prospectus of the Company dated 13 June 2025.

5. UNCOVERED LOSSES AMOUNTING TO ONE-THIRD OF THE TOTAL PAID-UP SHARE CAPITAL

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the matters in relation to uncovered losses amounting to one-third of the total paid-up share capital.

As audited by Ernst & Young, the undistributed profits of the Company amounted to RMB-1.399 billion as at 31 December 2024, and the paid-up share capital of the Company amounted to RMB381,616,633, and the amount of the uncovered losses had exceeded one-third of the total paid-up share capital.

The main reasons for the Company's uncovered losses were as follows:

- (1) The Company currently have no products approved for commercial sale and have not generated any revenue from product sales for the year ended 31 December 2024.
- (2) The Company were not profitable and incurred operating losses as a result of the significant research and development costs and administrative expenses incurred during the year ended 31 December 2024.

LETTER FROM THE BOARD

6. 2024 PROFIT DISTRIBUTION PLAN

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the 2024 profit distribution plan of the Company.

As audited by Ernst & Young, The Company's year-end accumulated undistributed profits as of 31 December 2024 is negative, and therefore, the Company does not intend to distribute profits, pay cash dividends and distribute bonus shares for the year 2024. The Company will continue to actively implement its profit distribution policy in strict accordance with the requirements of relevant laws and regulations, the Articles of Association and other relevant regulations, and taking into account various factors such as the Company's stage of development, operating conditions and cash flow, to share the fruits of the Company's development with its investors and better safeguard the long-term interests of all Shareholders.

7. APPOINTMENT OF AUDITOR FOR 2025

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the appointment of Ernst & Young as auditor of the Company for 2025, and to authorize the Board to fix its remuneration.

8. REMUNERATION PLAN FOR DIRECTORS FOR 2025

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the remuneration plan for Directors for 2025.

In order to further improve the Company's incentive and discipline mechanism, effectively mobilize the work motivation and creativity of the Company's Directors, and promote the further improvement of the Company's work efficiency and operational effectiveness, the Company has formulated a remuneration plan for the Directors for 2025 in conjunction with the level of remuneration of the Directors for 2024.

The remuneration plan for Directors is detailed as follows:

Name	Position	Proposed Remuneration
Dr. Frank Wu	Chairman of the Board, executive Director and Chief Executive Officer	The remuneration will be paid according to the labor contract entered between the Company and Dr. Frank Wu as the Chief Executive Officer of the Company. No additional Director's fee will be paid.

LETTER FROM THE BOARD

Name	Position	Proposed Remuneration
Mr. Wu Di	Executive Director, vice president and financial controller	The remuneration will be paid according to the labor contract entered between the Company and Mr. Wu Di as the vice president and financial controller of the Company. No additional Director's fee will be paid.
Ms. Jia Zhongxin	Non-executive Director	RMB223,560 per annum
Dr. Yi Hua	Non-executive Director	Nil
Ms. Chui Hoi Yam	Independent Non-executive Director	RMB223,560 per annum
Ms. Zheng Zhelan	Independent Non-executive Director	RMB223,560 per annum
Mr. Li Shu Pai	Independent Non-executive Director	RMB223,560 per annum

All of the above remunerations are pre-tax amounts, and the personal income tax involved is uniformly withheld and paid by the Company.

The remuneration of the Directors is determined with reference to the relevant Director's experience and qualifications, level of responsibility, performance and the time devoted to our business, and the prevailing market conditions.

9. REMUNERATION PLAN FOR SUPERVISORS FOR 2025

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the remuneration plan for Supervisors of the Company for 2025.

2025 Remuneration Plan for Supervisors:

Name	Position	Proposed Remuneration
Ms. Zhao Weili	Chairwoman of Supervisory Committee (employee representative Supervisor)	The remuneration will be paid according to the labor contract, and no additional supervisor fees will be paid.
Mr. Mei Jianghua	Shareholder representative Supervisor	Nil
Ms. Pang Yajing	Shareholder representative Supervisor	The remuneration will be paid according to the labor contract, and no additional supervisor fees will be paid.

LETTER FROM THE BOARD

10. ELECTION OF DIRECTORS OF THE SECOND SESSION OF THE BOARD OF DIRECTORS

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the election of Directors of the second session of the Board.

In light of the term of the first session of the Board has expired, according to the relevant provisions of the Company Law and the Articles of Association and the nomination of the Nomination Committee, the Board proposes to nominate the following persons as members of the second session of the Board. According to the Articles of Association, the proposed election of Directors of the second session of the Board shall be subject to the approval of the Shareholders at a general meeting. The terms of office of the Directors of the second session of the Board will be three years commencing from the date of election at the AGM.

Proposed Directors	Proposals
Dr. Frank Wu	Re-elected to be an executive Director
Mr. Wu Di	Re-elected to be an executive Director
Ms. Jia Zhongxin	Re-elected to be a non-executive Director
Dr. Yi Hua	Re-elected to be a non-executive Director
Ms. Chui Hoi Yam	Re-elected to be an independent non-executive Director
Ms. Zheng Zhelan	Re-elected to be an independent non-executive Director
Mr. Li Shu Pai	Re-elected to be an independent non-executive Director

Biographical details of the proposed Directors of the second session of the Board are set out in Appendix III to this circular.

When proposing the election of the three candidates as independent non-executive Directors, the Nomination committee and the Board have followed the procedures for election of Directors in the Articles of Association, Director nomination policy, Board diversity policy and the development strategy of the Company and considered various factors including but not limited to gender, skills, age, professional experience, knowledge, cultural, education background, ethnicity and length of service of the candidates. Based on the capabilities and experience demonstrated in the biographical details, the Board is of the view that the three candidates will provide objective, independent and sufficient opinions and analysis on matters regarding operation and development of the Company, which will in turn promote the effective operation of the Board and Board diversity.

LETTER FROM THE BOARD

11. ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the election of Shareholder representative Supervisors of the second session of the Supervisory Committee.

In light of the term of the first session of the Shareholder representative Supervisors of Supervisory Committee has expired, according to the relevant provisions of the Company Law and the Articles of Association, the Supervisory Committee proposes to nominate the following persons as the Shareholder representative Supervisors of the second session of the Supervisory Committee. According to the Articles of Association, the proposed election of Shareholder representative Supervisors of the second session of the Supervisory Committee shall be subject to the approval of the Shareholders at a general meeting. The terms of office of the Shareholder representative Supervisors of the second session of the Supervisory Committee will be three years commencing from the date of election at the AGM.

Proposed Shareholder representative Supervisors	Proposals
Mr. Mei Jianghua	Re-elected to be a Shareholder representative Supervisor
Ms. Pang Yajing	Re-elected to be a Shareholder representative Supervisor

Biographical details of the proposed Supervisors of the second session of the Supervisory Committee are set out in Appendix IV to this circular.

12. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

A special resolution will be proposed at the Annual General Meeting to consider and approve the granting of a general mandate to the Directors to allot, issue and deal with (including sale or transfer of any treasury shares) additional Shares.

In order to give the Company the flexibility to issue Shares if and when appropriate, a special resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with (including sale or transfer of any Treasury Shares) additional Shares of not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of such resolution. As at the Latest Practicable Date, there were 396,897,633 Shares in issue, including 95,230,960 Unlisted Shares and 301,666,673 H Shares. Subject to the passing of the resolution related to the granting of the Issuance Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, the Company will be allowed to allot and issue (including sale or transfer of any Treasury Shares (if any)) a maximum of 79,379,526 Shares in accordance with the Issuance Mandate.

LETTER FROM THE BOARD

13. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE H SHARES

The Company Law provides that a joint stock limited company incorporated in the PRC may not purchase its own shares except under any of the following circumstances: (1) reduction of the registered capital of the Company; (2) merging with another company that holds shares in the Company; (3) using the shares for employee stock ownership plan or equity incentives; (4) purchasing shares held by shareholders (upon their request) who vote against any resolution proposed at the Shareholders' General Meeting on a merger or division of the Company; (5) using the shares for conversion of corporate bonds issued by the Company that are convertible into shares; (6) it is necessary for the Company to safeguard its corporate value and shareholders' interests; and (7) other circumstances permitted by laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed.

Such mandate is required to be given by way of a special resolution passed by shareholders in general meeting.

As H Shares are traded on the Stock Exchange in HK dollars and the price payable by the Company upon any repurchase of H Shares will, therefore, be paid in HK dollars, the payment of the repurchase price is subject to the approval of SAFE or entities authorized by it.

The Company will cancel any repurchased Shares and/or hold the repurchased Shares as Treasury Shares based on the circumstances at the time of repurchasing the Shares (such as market conditions and its capital management needs). In the case of a reduction of its registered capital, the Company shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's resolution for reduction of registered capital and shall publish a press announcement of the same within 30 days of the date of such resolution. The creditors may request the Company to settle debts or provide guarantees in respect thereof within 30 days of the receipt of the above notice or within 45 days after the announcement is published if such notice is not received. The Company's registered capital after reduction shall not be less than the statutory minimum amount.

In order to provide more flexibility to the Directors to repurchase H Shares if and when appropriate, a special resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase H Shares on the Stock Exchange of not exceeding 10% of the total number of issued H Shares (excluding any Treasury Shares) as at the date of passing of such resolution.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix V to this circular.

LETTER FROM THE BOARD

14. EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to the passing of the special resolutions to approve the Issuance Mandate and the Share Repurchase Mandate at the Annual General Meeting, an special resolution will be proposed at the Annual General Meeting to authorise the Directors to extend the Issuance Mandate by a number representing the aggregate number of the Shares repurchased under the Share Repurchase Mandate.

15. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the holders of H Shares entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 30 July 2025 to Monday, 4 August 2025, both dates inclusive, during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of H Shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Tuesday, 29 July 2025, being the last registration date. All holders of shares of the Company whose names appear on the register of members of the Company on 4 August 2025 will be entitled to the Annual General Meeting.

16. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 35 to 39 of this circular.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

The form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.transthera.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarized copy of that power of attorney or authority, at the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders) or the Company's head office in the PRC at 3rd Floor, 9th Building, Accelerator Phase 2 of Biotech and Pharmaceutical Valley, Jiangbei New Area, Nanjing, Jiangsu Province, PRC (for Domestic Shareholders) as soon as possible but in any event not less than 24 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:30 a.m. on Sunday, 3 August 2025) or any adjournment

LETTER FROM THE BOARD

thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting should you so wish, and in such event, the form of proxy that you have completed and returned will be deemed to be revoked.

17. RECOMMENDATION

The Board consider that all the resolutions as set out in the notice of the Annual General Meeting are in the best interests of the Company and the Shareholders. Accordingly, the Board recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

18. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters in the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the Board
TransThera Sciences (Nanjing), Inc.
Dr. Frank Wu
Chairman and Executive Director

Dear Shareholders,

In 2024, the Board of Directors of TransThera Sciences (Nanjing), Inc., in strict compliance with the Company Law, the Articles of Association, the Rules of Procedure of the Board of Directors, and other applicable laws, regulations, and relevant provisions, conscientiously performed its duties delegated by the general meeting, and actively promoted the business development of the Company by operating in compliance with regulations and by scientific decision making. The work of the Board of Directors in 2024 is reported as follows:

I. MEETINGS OF THE BOARD OF DIRECTORS IN 2024

In 2024, the Board of Directors convened a total of three meetings. The details are as follows:

Session	Date of Meeting	Proposals of Meeting
The 16th meeting of the first session of the Board of Directors	11 March 2024	<p>Proposal on the Company's Initial Public Offering of Overseas Listed Foreign Shares (H Shares) and Listing on the Main Board of The Stock Exchange of Hong Kong Limited</p> <p>Proposal on the Plan for the Company's Initial Public Offering of Overseas Listed Foreign Shares (H Shares) and Listing on the Main Board of The Stock Exchange of Hong Kong Limited</p> <p>Proposal on the Plan for the Company's Application for the "Full Circulation" of H Shares</p> <p>Proposal on the Application by the Company for the Conversion into an Overseas Stock Company Limited by Shares</p> <p>Proposal on the Validity of the Resolution on the Company's Issuance of H Shares and Listing</p> <p>Proposal on Requesting the General Meeting to Authorize the Board of Directors and Its Authorized Persons to Exercise Full Power to Handle Matters Related to the Company's Issuance of H Shares and Listing, as well as the Application for "Full Circulation" of H Shares</p>

Session	Date of Meeting	Proposals of Meeting
		<p>Proposal on Determining the Person Authorized by the Board of Directors to Exercise Full Power to Handle Matters Related to the Company's Issuance of H Shares and Listing, as well as the Application for "Full Circulation" of H Shares</p> <p>Proposal on the Plan for the Use of Proceeds from the Issuance of H Shares by the Company</p> <p>Proposal on the Plan for Distribution of Retained Earnings and the Undertaking of Losses Prior to the Initial Public Offering of Shares of the Company</p> <p>Proposal on the Purchase of Liability Insurance for Directors, Supervisors, Senior Management, and Other Personnel</p> <p>Proposal on Amendments to the Articles of Association of TransThera Sciences (Nanjing), Inc. (Articles of Association of H Shares) in Accordance with the Requirements for H-share Listed Companies</p> <p>Proposal on Amendments to the Rules of Procedure of the General Meetings of TransThera Sciences (Nanjing), Inc. in Accordance with the Requirements for H-share Listed Companies</p> <p>Proposal on Amendments to the Rules of Procedure of the Board of Directors of TransThera Sciences (Nanjing), Inc. in Accordance with the Requirements for H-share Listed Companies</p> <p>Proposal on Amendments to the Terms of Reference for the Special Committees under the Board of Directors of the Company in Accordance with the Requirements for H-share Listed Companies</p> <p>The Terms of Reference for the Audit Committee of TransThera Sciences (Nanjing), Inc.</p>

Session	Date of Meeting	Proposals of Meeting
The 17th meeting of the first session of the Board of Directors	6 June 2024	The Terms of Reference for the Nomination Committee of TransThera Sciences (Nanjing), Inc.
		The Terms of Reference for the Remuneration and Appraisal Committee of TransThera Sciences (Nanjing), Inc.
		The Terms of Reference for the Strategy Committee of TransThera Sciences (Nanjing), Inc.
		Proposal on the Composition of Members of the First Session of the Board of Directors of the Company
		Proposal on the Registration of our Company as a Non-Hong Kong Company
		Proposal on Proposing to Convene the Company's First Extraordinary General Meeting of 2024
		Proposal on the 2023 Work Report of the Board of Directors of the Company
		Proposal on the 2023 Work Report of the General Manager of the Company
		Proposal on the 2024 Business Objectives of the Company
		Proposal on the 2023 Duty Report of the Independent Directors of the Company
		Proposal on the Financial Report of the Company for 2023
		Proposal on the Annual Financial Budget Report of the Company for 2024
		Proposal on the Profit Distribution Plan of the Company for 2023
		Proposal on the Audit Work Report for 2023 and the Audit Work Plan for 2024
		Proposal on the Internal Control Evaluation Report of the Company
		Proposal on the engagement of audit institutions for 2024
		Proposal on the Projected Daily Connected Transactions of the Company for 2024
		Proposal on the Entrusted Wealth Management Plan of the Company for 2024

Session	Date of Meeting	Proposals of Meeting
		Proposal on the Company's Uncovered Losses Amounting to one-third of Its Total Paid-up Capital
		Proposal on the Report on Expenses of the Directors for 2023 and the Remuneration Plan for the Directors for 2024
		Proposal on the Report on Expenses of the Senior Management for 2023 and the Remuneration Plan for the Senior Management for 2024
		Proposal on the Appointment of Compliance Adviser, H Share Registrar, Company Secretary and Authorised Representative
		Proposal on the Amendment to the 2023 Share Incentive Scheme
		Proposal on Proposing to Convene the Company's Annual General Meeting of 2023
The 18th meeting of the first session of the Board of Directors	8 October 2024	Proposal on the Financial Statements for the First Half of 2024

II. CONVENING OF THE GENERAL MEETING BY THE BOARD OF DIRECTORS

In 2024, the Board of Directors of the Company convened a total of two general meetings: the first extraordinary general meeting of 2024 and the annual general meeting of 2023.

Dear Shareholders,

In 2024, the Supervisory Committee of TransThera Sciences (Nanjing), Inc., in strict compliance with the Company Law, the Articles of Association, the Rules of Procedure of the Supervisory Committee, and other applicable laws, regulations, and relevant provisions, conscientiously performed its duties, exercised its powers in accordance with the law, supervised the performance of duties by the Company and its Directors and senior management, and promoted the standardized operation of the Company.

The following sets out a work summary of the Supervisory Committee in 2024:

1. MEETINGS OF THE SUPERVISORY COMMITTEE IN 2024

In 2024, the Supervisory Committee convened a total of three meetings. The details are as follows:

Session	Date of Meeting	Proposals of Meeting
The 8th meeting of the first session of the Supervisory Committee	11 March 2024	<p>Proposal on the Company's Initial Public Offering of Overseas Listed Foreign Shares (H Shares) and Listing on the Main Board of The Stock Exchange of Hong Kong Limited</p> <p>Proposal on the Plan for the Company's Initial Public Offering of Overseas Listed Foreign Shares (H Shares) and Listing on the Main Board of The Stock Exchange of Hong Kong Limited</p> <p>Proposal on the Plan for the Company's Application for the "Full Circulation" of H Shares</p> <p>Proposal on the Plan for the Use of Proceeds from the Issuance of H Shares by the Company</p> <p>Proposal on the Plan for Distribution of Retained Earnings and the Undertaking of Losses Prior to the Initial Public Offering of Shares of the Company</p> <p>Proposal on Amendments to the Rules of Procedure of the Supervisory Committee of TransThera Sciences (Nanjing), Inc. in Accordance with the Requirements for H-share Listed Companies</p>

Session	Date of Meeting	Proposals of Meeting
The 9th meeting of the first session of the Supervisory Committee	7 June 2024	<p>Proposal on the 2023 Work Report of the Supervisory Committee of the Company</p> <p>Proposal on the Financial Report of the Company for 2023</p> <p>Proposal on the Annual Financial Budget Report of the Company for 2024</p> <p>Proposal on the Profit Distribution Plan of the Company for 2023</p> <p>Proposal on the Internal Control Evaluation Report of the Company</p> <p>Proposal on the Projected Daily Connected Transactions of the Company for 2024</p> <p>Proposal on the Company's Uncovered Losses Amounting to one-third of Its Total Paid-up Capital</p> <p>Proposal on the Report on Expenses of the Supervisors for 2023 and the Remuneration Plan for the Supervisors for 2024</p>
The 10th meeting of the first session of the Supervisory Committee	8 October 2024	<p>Proposal on the Financial Statements for the First Half of 2024</p>

2. SUPERVISORY OPINIONS OF THE SUPERVISORY COMMITTEE ON RELEVANT MATTERS OF THE COMPANY IN 2024

(1) Standardized Operation of the Company

In 2024, the Supervisory Committee, in accordance with relevant national laws and regulations, attended the meetings of the Board of Directors and the Shareholders' general meetings in a timely and compliant manner. It strictly supervised the decision-making procedures of the Shareholders' general meetings and Board of Directors as well as the performance of duties by the Directors and senior management of the Company. In 2024, the Company operated in strict compliance with relevant laws, regulations, and internal rules. The general meetings and the Board of Directors operated in a standardized manner with scientific, reasonable, lawful, and effective decision-making procedures. The Directors and senior management of the Company were diligent and dutiful in performing their duties, with no violations of laws, regulations, the Articles of Association, or any conduct detrimental to the interests of the Company and its Shareholders.

(2) Financial Position of the Company

In 2024, the Supervisory Committee closely monitored the Company's financial position and carefully reviewed the Company's financial reports. The Supervisory Committee is of the opinion that the Company has strictly complied with the Accounting Law of the People's Republic of China, the Enterprise Accounting Standards, and other relevant regulations, strengthened its financial management and accounting practices, strictly implemented its internal control systems, maintained a relatively sound internal control system, operated its finances in a standardized manner, and maintained a healthy financial position.

(3) Review and Supervision of Major Matters of the Company

In 2024, the Supervisory Committee reviewed and supervised the Company's major matters. It is of the opinion that the Company has followed the relevant regulations in performing the corresponding decision-making procedures for such major matters, and that the decision-making procedures for major matters were lawful and compliant, with no violations identified.

3. KEY FOCUS AREAS OF THE SUPERVISORY COMMITTEE'S WORK FOR 2025

In 2025, in strict compliance with the provisions of the Company Law, the Securities Law, the Articles of Association, the Rules of Procedure of the Supervisory Committee, and other relevant laws and regulations, the Supervisory Committee will continue to conscientiously perform its supervisory duties with loyalty, diligence and dedication, further promote the standardized operation of the Company, enhance its governance standards, and effectively safeguard the legitimate rights and interests of the Company and its Shareholders.

Biographical details of the proposed Directors of the second session of the Board are as follows:

Dr. Frank Wu (“Dr. Wu”), previously known as Wu Yong-qian, aged 61, is the chairman of the Board, executive Director and chief executive officer of our Company. He joined our Company on 10 June 2016 and has been participating in the daily operations of our Company since then. Dr. Wu has been the chairman of the Board since 18 November 2016. Dr. Wu is primarily responsible for the overall strategic planning, business direction and operational management. Dr. Wu has more than 27 years of experience in the biopharmaceutical industry.

Prior to joining our Company, Dr. Wu joined Sihuan Pharmaceutical Holdings Group Ltd. (四環醫藥控股集團有限公司), a comprehensive pharmaceutical company engaged in R&D, manufacture and sales of medicine listed on the Main Board of the Stock Exchange (stock code: 0460) (“Sihuan Pharmaceutical”) in 2011. Dr. Wu served as the senior vice president of project management of Shandong Xuanzhu Biopharmaceutical Co., Ltd. (山東軒竹醫藥科技有限公司) (“Shandong Xuanzhu Biopharmaceutical”), a wholly owned subsidiary of Sihuan Pharmaceutical, from January 2011 to December 2012, and as the general manager Shandong Xuanzhu Biopharmaceutical from January 2013 to May 2016, where he was primarily responsible for the overall management and operations of the company. He was the chief scientific officer of Sihuan Pharmaceutical from 2014 to 2015. He also worked for five years at Boehringer Ingelheim Pharmaceuticals Inc., where he was responsible for the research projects in immunology and cardiovascular drug. Moreover, he was employed by Guilford Pharmaceuticals, Inc. from November 1996 to June 2005.

Dr. Wu has been granted several certificates and recognitions in the industry and the community. He was a member of prestigious American Chemistry Society Division of Medicinal Chemistry long range planning committee from 2008 to 2010. He was appointed as an editor of Chinese Journal of New Drugs (中國新藥雜誌) in 2014 and an editor of Progress in Pharmaceutical Sciences (藥學進展) in 2020. He was a member of the first session (years 2015-2019) of the “Drug Development Committee” of the China Pharmaceutical Innovation and Research Development Association (中國醫藥創新促進會). He was a visiting professor at the School of Pharmacy of Sun Yat-sen University (中山大學) from May 2014 to May 2017.

Dr. Wu obtained his bachelor’s degree in chemistry from Nanjing University (南京大學) in the PRC in July 1985. He further obtained his doctor’s degree in philosophy from Wayne State University in the U.S. in May 1993 and was appointed as a postdoctoral fellow in the biochemistry department from Brandeis University in the U.S. from January 1994 to December 1995.

Pursuant to the employment contract entered into between the Company and Dr. Wu, Dr. Wu was appointed for a term of three years from the date of general meeting of the Company approved the employment, unless terminated by not less than 1 month’s notice in writing served by either party on the other, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the related provisions as stipulated in the Articles of Association and the Listing Rules. Dr. Wu is currently entitled to a salary of RMB197,000 per month which was determined with reference to his duties, responsibilities and the results of the Group.

Mr. Wu Di (“Mr. Wu”), aged 46, is the executive Director, vice president and financial controller of our Company. He joined the company on 13 January 2017, and has been responsible for the financial operation and management as well as strategy and business development of our Company since then. He was appointed as an executive Director on 16 March 2020. Mr. Wu has more than 18 years of experience in the biopharmaceutical industry.

Prior to joining our Company, Mr. Wu was the business development director of Shandong Xuanzhu Biopharmaceutical, a pharmaceutical R&D company, and he was responsible for the international business development from January 2015 to January 2017. And before that, he was also employed as a regular full-time employee at Boehringer Ingelheim Pharmaceuticals Inc., a company primarily engaged in a U.S. corporation principally engaged in scientific research in order to develop and market ethical pharmaceuticals until January 2015.

Mr. Wu obtained his bachelor’s degree in science from the Peking University (北京大學) in the PRC in July 2001. He further obtained his master’s degree in science from the University of Nebraska in the U.S. in July 2005. He also obtained another master’s degree in business administration in the New York University in the U.S. in September 2015.

Pursuant to the employment contract entered into between the Company and Mr. Wu, Mr. Wu was appointed for a term of three years from the date of general meeting of the Company approved the employment, unless terminated by not less than 1 month’s notice in writing served by either party on the other, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the related provisions as stipulated in the Articles of Association and the Listing Rules. Mr. Wu is currently entitled to a salary of RMB112,500 per month which was determined with reference to his duties, responsibilities and the results of the Group.

Ms. Jia Zhongxin (“Ms. Jia”), aged 66, is a non-executive Director of our Company. She was appointed as non-executive Director on 11 September 2018, and has been serving as the strategic consultant of our Company since 11 September 2018 and was primarily responsible for providing guidance on corporate strategy and governance to our Company. Ms. Jia has profound experience in the biopharmaceutical industry.

Prior to joining our Company, Ms. Jia was the chief operating officer of Sihuan Pharmaceutical, and she was responsible for the research and development, manufacturing and marketing of the group from December 2007 to June 2017. She has held various managerial positions in several companies. Between January 2006 and November 2007, Ms. Jia headed the biomedical department of China Baoan Group Co., Ltd. (中國寶安集團股份有限公司) and was also chairwoman of Shenzhen Daphne Pharmaceutical Co., Ltd. (深圳大佛藥業有限公司). Prior to that, she was the general manager of Wuhan Ma Ying Long Pharmaceutical Co., Ltd. (武漢馬應龍醫藥有限公司) and chairman of Wuhan Ma Ying Long Chained Pharmacies Co., Ltd. (武漢馬應龍大藥房連鎖股份有限公司) from November 2002 to December 2005.

Ms. Jia obtained a Bachelor in medicinal chemistry in 1982 from the Medical Department of Peking University (北京大學) (formerly known as Beijing Medicine College, Beijing Medical University (北京醫科大學 – 北京醫學院)) and a Master in Business Administration from the University of South Australia in 2004 through remote learning.

Ms. Jia obtained the registered qualification certificate of licensed pharmacist (執業藥師資格證書) approved and authorized by Ministry of Personnel and State Drug Administration of the PRC in September 2000. She was awarded the title of senior engineer (高級工程師) approved and authorized by Shandong Pharmaceutical Engineering Technical Post Senior Evaluation Committee (山東省醫藥工程技術職務高級評審委員會) in December 1993. She was awarded the title of senior engineer of pharmaceutical research (藥研高級工程師) approved and authorized by Personnel Department of Guangdong Province (廣東省人事廳) in June 2002.

Pursuant to the employment contract entered into between the Company and Mr. Jia, Ms. Jia was appointed for a term of three years from the date of general meeting of the Company approved the employment, unless terminated by not less than 1 month's notice in writing served by either party on the other, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the related provisions as stipulated in the Articles of Association and the Listing Rules. Mr. Jia's remuneration will be determined in accordance with the remuneration policy to be approved at the AGM, the details can be referred to paragraph headed "Remuneration Plan for Directors for 2025" of this Circular.

Dr. Yi Hua ("Dr. Yi"), aged 50, is a non-executive Director of our Company. He was appointed as non-executive Director on 16 March 2020. He is primarily responsible for the corporate strategy and governance. Dr. Yi has profound experience in the biopharmaceutical industry.

Beginning in April 2017, he was with SDIC Fund Management (Shanghai) Co., Ltd. (國投創新投資管理(上海)有限公司), a stated-owned professional private equity management organization where he currently serves as a managing director and he is responsible for equity investments. Dr. Yi also served as a director of HMT (Xiamen) New Technical Materials Co., Ltd. (華懋(廈門)新材料科技股份有限公司(HMT)) from November 2020 to November 2023, a company listed on the Shanghai Stock Exchange (stock code: 603306).

Prior to joining our Company, Dr. Yi was the investment manager at CoStone Asset Management Co., Ltd. (基石資產管理股份有限公司), an investment firm in China, and he was responsible for equity investments from October 2014 to April 2017.

Dr. Yi obtained his doctor's degree in analytical chemistry from the East China Normal University (華東師範大學) in the PRC in July 2005. He conducted post-doctoral research at ENS Cachan (currently known as Ecole normale supérieure Paris-Saclay) in France in September 2009.

Pursuant to the employment contract entered into between the Company and Dr. Yi, Dr. Yi was appointed for a term of three years from the date of general meeting of the Company approved the employment, unless terminated by not less than 1 month's notice in writing served by either party on the other, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the related provisions as stipulated in the Articles of Association and the Listing Rules. Dr. Yi's remuneration will be determined in accordance with the remuneration policy to be approved at the AGM, the details can be referred to paragraph headed "Remuneration Plan for Directors for 2025" of this Circular.

Ms. Chui Hoi Yam ("Ms. Chui"), aged 58, is an independent non-executive Director of our Company. She was appointed as independent non-executive Director since 17 October 2022. She is primarily responsible for supervising and providing independent opinion to our Board. Ms. Chui has accumulated more than 20 years of experience in corporate management.

Prior to joining our Company, Ms. Chui has been serving as an independent non-executive director of Everest Medicines Limited (雲頂新耀有限公司), a biotech company and listed on the Main Board of the Stock Exchange (stock code: 1952) since January 2023. She served as an independent non-executive director of China biotech services holdings limited (中國生物科技服務控股有限公司), a biotech company and listed on the GEM Board of the Stock Exchange (stock code: 8037) from December 2022 to June 2024. Ms. Chui served as a director and general manager of Hapharm Group Co., Ltd. (哈藥集團股份有限公司) from March 2019 to May 2022, a company principally engaged in pharmaceutical manufacturing and listed on the Shanghai Stock Exchange (stock code: 600664), and she was responsible for the overall management. She served as a president of Novartis China from March 2012 to March 2016, an international biotechnology company, and she was responsible for the overall management. Ms. Chui also served as a senior vice president of China Hewlett-Packard Co., Ltd (中國惠普有限公司) from March 2010 to March 2012, an international high-technology company. In addition, She served as a senior director (高級總監) of Pfizer Investments Ltd. (輝瑞投資有限公司) from November 2004 to March 2010, a subsidiary of Pfizer Inc., and she was responsible for department's overall management. In addition, Ms. Chui has been a chairwoman of the board of Neuma Biology Ltd. (靈知生物技術(蘇州)有限公司) since November 2023.

Ms. Chui obtained her bachelor's degree of economics from Peking University (北京大學) in the PRC in July 1990. She further obtain her master's degree of finance from Peking University (北京大學) in the PRC in July 2001.

Pursuant to the employment contract entered into between the Company and Ms. Chui, Ms. Chui was appointed for a term of three years from the date of general meeting of the Company approved the employment, unless terminated by not less than 1 month's notice in writing served by either party on the other, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the related provisions as stipulated in the Articles of Association and the Listing Rules. Ms. Chui's remuneration will be determined in accordance with the remuneration policy to be approved at the AGM, the details can be referred to paragraph headed "Remuneration Plan for Directors for 2025" of this Circular.

Ms. Zheng Zhelan (“Ms. Zheng”), aged 55, is an independent non-executive Director of our Company. She was appointed as independent non-executive Director since 17 October 2022. She is primarily responsible for supervising and providing independent opinion to our Board. Ms. Zheng has accumulated more than 27 years of experience in legal industry.

Prior to joining our Company, Ms. Zheng has been serving as a partner of Grandall Law Firm (Shanghai) (國浩律師(上海)事務所) since November 2016, and she is responsible for the overall management of the law firm. She also served as an associate of Grandall Law Firm (Nanjing) (國浩律師(南京)事務所), and she was responsible for capital markets related works law firm. In addition, she also served as an associate of Nanjing Yonghe Law Firm (南京永和律師事務所) from November 1997 to November 1999.

In addition, she also has extensive experience in government agencies and social organizations, including: (i) a member of the Ethics Committee of Nanjing High-tech Hospital (南京市高新醫院倫理委員會委員) since March 2018; (ii) a member of the Ethics Review Committee of Nanjing Jiangbei New Area Medical Association (南京江北新區醫學會倫理審查委員會委員) since July 2021; and (iii) a member of the Committee of Nanjing Drum Tower Hospital (南京鼓樓醫院倫理委員會委員) since December 2023.

Ms. Zheng obtained her bachelor’s degree of economics law from Nanjing University (南京大學) in the PRC in July 1991. She further obtain her master’s degree in law from Nanjing University (南京大學) in the PRC in July 2002.

Pursuant to the employment contract entered into between the Company and Ms. Zheng, Ms. Zheng was appointed for a term of three years from the date of general meeting of the Company approved the employment, unless terminated by not less than 1 month’s notice in writing served by either party on the other, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the related provisions as stipulated in the Articles of Association and the Listing Rules. Ms. Zheng’s remuneration will be determined in accordance with the remuneration policy to be approved at the AGM, the details can be referred to paragraph headed “Remuneration Plan for Directors for 2025” of this Circular.

Mr. Li Shu Pai (“Mr. Li”), former name Lee Shu Paa, aged 48, is an independent non-executive Director of our Company. He was appointed as independent non-executive Director since 17 June 2021. He is primarily responsible for supervising and providing independent opinion to our Board. Mr. Li has accumulated more than 20 years of experience in finance, investment, and accounting.

Prior to joining our Company, Mr. Li has been serving as the chief financial officer and company secretary of Meilleure Health International Industry Group Limited since July 2019, a company principally engaged in the healthcare-related business, trading business, property-related business and equity investment business and listed on the Main Board of the Stock Exchange (stock code: 2327). Mr. Li was the independent non-executive Director of Comtec Solar Systems Group Limited from February to March 2021, a company principally engaged

in design, development, manufacturing and marketing of solar wafers and listed on the Main Board of the Stock Exchange (stock code: 0712). Mr. Li was the chief financial officer and company secretary of Perfectech International Holdings Limited (威發國際集團有限公司) and was mainly responsible for the financial management, compliance and risk management of the Group, and he undertook the duties of secretary and relevant duty thereof, reporting to the director of the group from December 2016 to September 2018, a company principally engaged in manufacture and sales of toy products and listed on the Main Board of the Stock Exchange (stock code: 0765). Mr. Li served as the chief financial officer and joint company secretary of Chutian Dragon Corporation Limited (楚天龍股份有限公司) and was mainly responsible for account, finance, investor relationship, company secretary and corporate governance from July 2015 to December 2016, a company principally engaged in integrated smart card solution provider and data management. Mr. Li was appointed as the chief financial officer of R2 Games Co., Limited (深圳燦和兄弟網絡科技有限公司) and was mainly responsible for account, finance, internal control, investor relationships and corporate governance from August 2014 to June 2015, a company principally engaged in online game operator and the wholly-owned subsidiary of Beijing Can Brother Technologies Co., Ltd., a company quoted on National Equities Exchange and Quotations (stock code: 430052). Mr. Li served as the deputy chief financial officer of Beijing Tong Ren Tang Chinese Medicine Co., Ltd and was mainly responsible for handling investor relations, finance, compliance and corporate governance from September 2011 to December 2013, a company principally engaged in traditional Chinese medicine and listed on the Main Board of the Stock Exchange (stock code: 3613). Mr. Li served as an associate of BNP Paribas Capital (Asia Pacific) Limited from July 2010 to August 2011. Mr. Li served as an associate of Corporate Finance Department of BOCI Asia Limited from August 2007 to July 2009. Mr. Li joined PricewaterhouseCoopers from September 2001 to October 2006, initially as an associate and was promoted several times, and was later promoted to manager from October 2006 to August 2007.

Mr. Li obtained his bachelor's degree of business administration in accountancy from City University of Hong Kong in November 2001. Mr. Li obtained his master's degree in business administration from The Hong Kong University of Science and Technology in June 2014.

Mr. Li was admitted as a Certified Public Accountant and a fellow of the Hong Kong Institute of Certified Public Accountants in October 2004 and February 2012, respectively. Mr. Li was also admitted as a member and a fellow of Association of Chartered Certified Accountants in July 2012 and July 2017, respectively.

Pursuant to the employment contract entered into between the Company and Mr. Li, Mr. Li was appointed for a term of three years from the date of general meeting of the Company approved the employment, unless terminated by not less than 1 month's notice in writing served by either party on the other, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the related provisions as stipulated in the Articles

APPENDIX III	BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS OF THE SECOND SESSION OF THE BOARD OF DIRECTORS
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of Association and the Listing Rules. Mr. Li's remuneration will be determined in accordance with the remuneration policy to be approved at the AGM, the details can be referred to paragraph headed "Remuneration Plan for Directors for 2025" of this Circular.

As at the Latest Practicable Date, Dr. Wu is interested in 50,259,832 Unlisted Shares and 80,597,797 H Shares. Save as disclosed in this circular, as at the Latest Practicable Date, each of the proposed Directors of the second session of the Board has confirmed:

- (1) he/she did not hold and has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to and as at the Latest Practicable Date;
- (2) he/she did not hold any other position with the Company or other members of the Group;
- (3) other than being a Director, he/she does not have any relationship with any other Directors, Supervisors, senior management or controlling Shareholders (having the meaning ascribed to it in the Listing Rules); and
- (4) is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571).

Each of the proposed independent non-executive Directors has further confirmed:

- (1) his/her independence after taking into consideration each of the factors referred to under Rules 3.13(1) to 3.13(8) of the Listing Rules;
- (2) that he/she does not have any past or present financial or other interest in the business of our Company or our subsidiaries, or any connection with any core connected person of our Company; and
- (3) that there are no other factors which may affect his/her independence at the time of his/her appointment as our independent non-executive Director.

Save as disclosed in this circular, as at the Practicable Date, there is no further information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there is no other matter relating to the election of Directors of the second session of the Board that needs to be brought to the attention of the Stock Exchange or the Shareholders.

APPENDIX IV BIOGRAPHICAL DETAILS OF THE PROPOSED SUPERVISORS OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE

Biographical details of the proposed Shareholder representative Supervisors of the second session of the Supervisory Committee are as follows:

Mr. Mei Jianghua (“Mr. Mei”), aged 47, is a shareholder representative Supervisor. He was appointed as a Supervisor of our Company on 16 March 2020 and is primarily responsible for monitoring of the financial affairs of our Company, supervising the performance of our Directors and members of senior management and performing other supervisory duties as a Supervisor.

Prior to joining our Company, Mr. Mei has been serving as investment director of Shanghai Grandyangtze Capital Co., Ltd. (上海長江國弘投資管理有限公司) since May 2012, an equity investment company, and was responsible for investment in the medical industry. He also worked in Kaishi Changjiang Investment Management Ltd., (凱石長江投資管理有限公司) from March 2011 to May 2012. He also worked in Roche China Development Co., Ltd. (羅氏研發(中國)有限公司) from December 2004 to August 2010, a drug development company. He worked in Shanghai Institute of Materia Medica, Chinese academy of Sciences (中國科學院上海藥物研究所) from September 2003 to December 2004, a scientific research organization.

Mr. Mei obtained his bachelor’s degree in chemistry in June 2000 and a master’s degree in chemistry in March 2003 from Zhejiang University (浙江大學) in the PRC. He also obtained another master’s degree in business administration in March 2015 from Shanghai Jiao Tong University (上海交通大學) in the PRC.

Pursuant to the employment contract entered into between the Company and Mr. Mei, Mr. Mei was appointed for a term of three years from the date of general meeting of the Company approved the employment, unless terminated by not less than 1 month’s notice in writing served by either party on the other, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the related provisions as stipulated in the Articles of Association and the Listing Rules. The remuneration of Mr. Mei can be referred to the paragraph headed “Remuneration Plan for Supervisors for 2025” of this Circular.

Ms. Pang Yajing (“Ms. Pang”), aged 40, is a shareholder representative Supervisor. She has joined our Company as the head of quality assurance department since 14 September 2018, was appointed as a supervisor of our Company on 16 July 2021. She is primarily responsible for monitoring of the financial affairs of our Company, supervising the performance of our Directors and members of senior management and performing other supervisory duties as a Supervisor.

Prior to joining our Company, Ms. Pang worked at Shandong Xuanzhu Biopharmaceutical from July 2011 to September 2018, a pharmaceutical R&D company, with her last position as the head of quality assurance department, where she was responsible for the daily management of the quality assurance department.

APPENDIX IV BIOGRAPHICAL DETAILS OF THE PROPOSED SUPERVISORS OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE

Ms. Pang obtained her bachelor's degree in pharmacy from Hebei University (河北大學) in the PRC in July 2008. She obtained her master's degree in pharmacognostics from the Shandong University of Traditional Chinese Medicine (山東中醫藥大學) in the PRC in July 2011. She also obtained the qualification of engineer in new drug development approved by Jinan Human Resources and Social Security Bureau (濟南市人力資源和社會保障局) in August 2015.

Pursuant to the employment contract entered into between the Company and Ms. Peng, Ms. Peng was appointed for a term of three years from the date of general meeting of the Company approved the employment, unless terminated by not less than 1 month's notice in writing served by either party on the other, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the related provisions as stipulated in the Articles of Association and the Listing Rules. Ms. Peng currently entitled to a salary of RMB28,900 per month which was determined with reference to her duties, responsibilities and the results of the Group.

Save as disclosed in this circular, as at the Latest Practicable Date, each of the proposed Supervisors of the second session of the Supervisory Committee has confirmed:

- (1) he/she did not hold and has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to and as at the Latest Practicable Date;
- (2) he/she did not hold any other position with the Company or other members of the Group;
- (3) other than being a Supervisor, he/she does not have any relationship with any other Directors, Supervisors, senior management or controlling Shareholders (having the meaning ascribed to it in the Listing Rules); and
- (4) is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571).

Save as disclosed in this circular, as at the Practicable Date, there is no further information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there is no other matter relating to the election of Supervisors of the second session of the Supervisory Committee that needs to be brought to the attention of the Stock Exchange or the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the special resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. REGISTERED CAPITAL

As at the Latest Practicable Date, the registered capital of the Company was RMB396,897,633, comprising 95,230,960 Unlisted Shares and 301,666,673 H Shares of RMB1.00 each.

Subject to the passing of the special resolution in respect of the granting of the Share Repurchase Mandate at the Annual General Meeting and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 95,230,960 Unlisted Shares and 301,666,673 H Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 30,166,667 H Shares, representing 10% of the total number of H Shares in issue (excluding any Treasury Shares) as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchase may, depending on the market conditions and funding arrangements at the time, leads to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the consolidated financial statements of the Group for the year ended 31 December 2024 contained in the Accountants' Report in the prospectus of the Company dated 13 June 2025) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

The Company will cancel any repurchased Shares and/or hold the repurchased Shares as Treasury Shares based on the circumstances at the time of repurchasing the Shares (such as market conditions and its capital management needs).

5. MARKET PRICES OF H SHARES

The highest and lowest prices per Share at which the H Shares have been traded on the Stock Exchange during the period from 23 June 2025 (the Listing Date) up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2025		
June (<i>since the Listing Date</i>)	30.70	20.20
July (<i>up to the Latest Practicable Date</i>)	35.00	24.40

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any H Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the PRC. To the best of the knowledge of the Directors, there is nothing unusual in this Explanatory Statement and the Share Repurchase Mandate.

7. TAKEOVERS CODE

If as a result of a repurchase of H Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Dr. Frank Wu was interested in 130,857,629 Shares representing approximately 32.98% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the aggregate shareholding of Dr. Frank Wu would be increased to approximately 35.68% of the issued share capital of the Company. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



TransThera Sciences (Nanjing), Inc. 藥捷安康(南京)科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2617)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting (the “**Annual General Meeting**”) of TransThera Sciences (Nanjing), Inc. (the “**Company**”) will be convened and held in the form of a hybrid meeting with an online access via the Vistra eVoting Portal at the Company’s Meeting Room, 13th Floor, Exhibition Centre of Biotech and Pharmaceutical Valley, Jiangbei New Area, Nanjing, Jiangsu Province, PRC with an online virtual meeting on Monday, 4 August 2025 at 9:30 a.m. for the purpose of considering, and if thought fit, passing the following resolutions.

ORDINARY RESOLUTIONS

1. To consider and approve the resolution on the 2024 work report of the board of directors (the “**Board**”) of the Company.
2. To consider and approve the resolution on the 2024 work report of the supervisory committee (the “**Supervisory Committee**”) of the Company.
3. To consider and approve the resolution on the 2024 financial report of the Company.
4. To consider and approve the resolution on the uncovered losses amounting to one-third of the total paid-up share capital.
5. To consider and approve the resolution on the 2024 profit distribution plan of the Company.
6. To consider and approve the resolution on the appointment of Ernst & Young as auditor of the Company for 2025, and to authorize the Board to fix its remuneration.
7. To consider and approve the resolution on the remuneration plan for directors (“**Directors**”) of the Company for 2025.
8. To consider and approve the resolution on the remuneration plan for supervisors (“**Supervisors**”) of the Company for 2025.

NOTICE OF ANNUAL GENERAL MEETING

9. To consider and approve the election of Directors of the second session of the Board.
10. To consider and approve the election of shareholder representative Supervisors of the second session of the Supervisory Committee.

SPECIAL RESOLUTIONS

11. To consider and approve the granting of a general mandate to the Directors to issue shares:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to (i) allot, issue and deal with (including sale or transfer of any treasury shares) additional ordinary shares in the share capital of the Company (each a “**Share**”); (ii) make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations and the provisions of the articles of association of the Company (the “**Articles of Association**”); (iii) make any amendments to the Articles of Association in relation to issue of shares and registered capital as it duly thinks necessary; and (iv) take any other necessary actions and proceed with other necessary procedures in order to implement the issue and realize the increase in registered capital;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (including sale or transfer of any treasury shares) by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association,

shall not exceed 20% of each of the total number of issued shares (excluding any treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company (the **“Shareholders”**) in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant place or the requirements of any recognized regulatory body or any stock exchange).”

12. To consider and approve a general mandate to the Directors to repurchase H Shares:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Listing Rules and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to (i) exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase ordinary share(s) in the share capital of the Company, which are listed on the Hong Kong Stock Exchange (**“H Share(s)”**) in accordance with all applicable laws, rules and regulations; (ii) make any amendments to the Articles of Association in relation to the repurchase of H Shares and changes in registered capital as it duly thinks necessary; and (iii) take any other necessary actions and proceed with other necessary procedures in order to implement the repurchase and realize the decrease in registered capital;
- (b) the total number of H Shares to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued H Shares (excluding any treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution); and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.”

13. To consider and approve to extend the general mandate to the Directors to issue Shares by adding the number of Shares repurchased by the Company:

“**THAT** conditional upon the passing of the resolutions 11 and 12, the general mandate referred to in the resolution 11 be and is hereby extended by the addition to the aggregate number of Shares which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares bought back or otherwise acquired by the Company pursuant to the general mandate pursuant to resolution 12, provided that such extended amount shall not exceed 10% of the total number of the issued share capital of the Company (excluding treasury shares) as at the date of passing this resolution.”

By order of the Board
TransThera Sciences (Nanjing), Inc.
Dr. Frank Wu
Chairman and Executive Director

Hong Kong, 11 July 2025

As at the date hereof, the Board comprises: (i) Dr. Frank Wu and Mr. Wu Di as executive Directors; (ii) Ms. Jia Zhongxin and Dr. Yi Hua as non-executive Directors; and (iii) Ms. Chui Hoi Yam, Ms. Zheng Zhelan and Mr. Li Shu Pai as independent non-executive Directors.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Hong Kong Stock Exchanges and the Company in accordance with the Listing Rules.
2. The Annual General Meeting will be a hybrid meeting. Registered Shareholders may attend the Annual General Meeting (or any adjournment thereof) either (i) in person; or (ii) online through Vistra eVoting Portal using the personalised login credentials provided by the Company's H share registrar, Tricor Investor Services Limited, by post. Registered Shareholders attending the Annual General Meeting through the Vistra eVoting Portal will be able to vote and submit questions relevant to the proposed resolutions online. Shareholders participating in the Annual General Meeting virtually will also be counted towards the quorum.

For beneficial owners or non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System (CCASS) through banks, brokers, custodians or HKSCC Nominees Limited who wish to virtually attend the AGM, vote and submit questions relevant to the proposed resolutions online, they should consult their banks, brokers, custodians or HKSCC Nominees Limited for the necessary arrangements and the personalised login credentials will be sent to them upon receipt of request through the banks, brokers, custodians or HKSCC Nominees Limited.

3. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarized copy of that power of attorney or authority, must be deposited at the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders) or the Company's head office in the PRC at 3rd Floor, 9th Building, Accelerator Phase 2 of Biotech and Pharmaceutical Valley, Jiangbei New Area, Nanjing, Jiangsu Province (for holders of unlisted Shares) (not less than 24 hours before the time appointed for the meeting (i.e. not later than 9:30 a.m. on, Sunday, 3 August 2025)) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person or online through Vistra eVoting Portal at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of determining the identity of the holders of H Shares entitled to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 30 July 2025 to Monday, 4 August 2025, both dates inclusive, during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of H Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday 29 July 2025 (Hong Kong time), being the last registration date. All holders of shares of the Company whose names appear on the register of members of the Company on 4 August 2025 will be entitled to the Annual General Meeting.
5. All time and dates mentioned in this notice refer to Hong Kong time and dates.
6. Since the Company's H Shares was listed on the Main Board of the Hong Kong Stock Exchange on 23 June 2025, in order to comply with Provision 14 of the Appendix A1 of the Listing Rules to give Shareholders reasonable written notice (21 days) of the Annual General Meeting, the Annual General Meeting would not be held on or before 30 June 2025.