

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0001673754
Filer CCC XXXXXXXXX
Is this a LIVE or TEST Filing? LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer Gracell Biotechnologies Inc.
SEC File Number 001-39838
Address of Issuer Building 12, Block B, Phase II
Biobay Industrial Park, 218 Sangtian St.
Suzhou Industrial Park
CHINA
215123
Phone 86-512-6262-6701
Name of Person for Whose Account the Securities are To Be Sold TLS Beta Pte. Ltd.

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Shareholder

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
American Depository Shares (ADSs), each ADS representing five ordinary shares.	Morgan Stanley & Co. LLC 1585 Broadway New York NY 10036	2613623	7056782.00	95911027	10/12/2023	NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition	Name of Person from Whom	Is this	Date Donor	Amount of Securities	Date of Payment	Nature of Payment *
--------------------	-------------------	-----------------------	--------------------------	---------	------------	----------------------	-----------------	---------------------

	Transaction	Acquired	a	Acquired	Acquired	
			Gift?			
ADSs	01/12/2021	Preferred shares converted into ordinary shares	Gracell Biotechnologies Inc.	<input type="checkbox"/>	9638782	01/12/2021 Preferred shares converted into ordinary shares

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Nothing to Report

144: Remarks and Signature

Remarks "Number of Shares Outstanding" is based on ordinary shares as of 8/12/23. "Aggregate Market Value" calculated based on closing price of ADSs on October 11, 2023, which was \$2.70. The ADSs are expected to be sold between October 12, 2023 and November 10, 2023. TLS Beta Pte. Ltd. ("TLS") acquired preferred shares of Issuer in connection with pre-IPO transactions. Upon the completion of the IPO, the preferred shares held by TLS were converted into ordinary shares.

Date of Notice 10/12/2023

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature /s/ Fidah Alsagoff

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)