

DEFINITIONS AND ACRONYMS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this document.

DEFINITIONS

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| “3W Partners” | 3W Partners Fund II, L.P., an exempted limited partnership registered under the laws of the Cayman Islands on June 7, 2017 and a Pre-[REDACTED] Investor |
| “6 Dimensions Affiliates” | 6 Dimensions Affiliates Fund, L.P., a limited partnership established under the laws of Cayman Islands on October 25, 2017 and one of our Controlling Shareholders |
| “6 Dimensions Capital” | 6 Dimensions Capital, L.P, a limited partnership established under the laws of Cayman Islands on August 16, 2017 and one of our Controlling Shareholders |
| “6 Dimensions Entities” or “6 Dimensions” | 6 Dimensions Capital, 6 Dimensions Affiliates, Suzhou Frontline II and Suzhou 6 Dimensions, the Controlling Shareholders of our Company |
| | [REDACTED] |
| “Articles of Association” or “Articles” | articles of association of our Company conditionally adopted on [●] and effective on the [REDACTED], as amended from time to time, a summary of which is set out in “Appendix III—Summary of the Constitution of our Company and Cayman Companies Law” to this document |
| “associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Boao Pilot Program” | a pilot examination and approval mechanism, approved by the State Council and implemented in Boao Lecheng International Medical Tourism Pilot Zone, Hainan Province, to import drugs that are not approved in China for urgent medical needs |
| “Board” | the board of directors of our Company |

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“Boyu” Boyu Capital Group Management Ltd., the management company of Boyu Capital Fund IV, L.P., which is the sole shareholder of Summer Iris Limited, a Pre-[REDACTED] Investor

“Business Day” a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

[REDACTED]

“China” or the “PRC” the People’s Republic of China, excluding, for the purposes of this document and for geographical reference only and except where the context requires otherwise, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

“close associate(s)” has the meaning ascribed thereto under the Listing Rules

“Cayman Companies Law” or “Companies Law” the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time

“Companies Ordinance” the Companies Ordinance (Chapter 622) of Hong Kong, as amended, supplemented or otherwise modified from time to time

“Companies (Winding Up and Miscellaneous Provisions) Ordinance” the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) of Hong Kong, as amended, supplemented or otherwise modified from time to time

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| “Company” | Ocumension Therapeutics, a company incorporated under the laws of the Cayman Islands with limited liability on February 27, 2018 |
| “Compliance Adviser” | Somerley Capital Limited |
| “connected person(s)” | has the meaning ascribed thereto under the Listing Rules |
| “connected transaction” | has the meaning ascribed thereto under the Listing Rules |
| “Controlling Shareholder(s)” | has the meaning ascribed thereto under the Listing Rules, and unless the context otherwise requires, refers to the 6 Dimensions Entities |
| “Core Product” | has the meaning ascribed to it in Chapter 18A of the Listing Rules; for the purposes of this document, our Core Product refers to OT-401 (YUTIQ) |
| “Cormorant Asset Management” | our Pre-[REDACTED] investors under the management of Cormorant Asset Management, LP, an investment adviser registered with the United States Securities and Exchange Commission, including Cormorant Private Healthcare Fund II, LP, Cormorant Global Healthcare Master Fund, LP and CRMA SPV, L.P. |
| “COVID-19” | an infectious disease caused by the most recently discovered coronavirus (severe acute respiratory syndrome coronavirus 2), first reported in December 2019 |
| “Director(s)” | the directors of our Company, including all executive, non-executive and independent non-executive directors |
| “Eight Roads” | Eight Roads Holdings Limited, a company established under the laws of Bermuda on June 9, 2004 and the management company of a Pre-[REDACTED] Investor, ERVC Healthcare IV, L.P. |
| “Employee Stock Option Plan” | the employee stock option plan adopted by our Company on May 23, 2018, as amended from time to time, the principal terms of which are set out in “Appendix IV—Statutory and General Information—D. Share Incentive Schemes —1. Employee Stock Option Plan” to this document |

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| “Extreme Conditions” | extreme conditions caused by a super typhoon as announced by the government of Hong Kong |
| “EyePoint” | EyePoint Pharmaceuticals, Inc., formerly known as pSivida Corp., a biotech company incorporated under the laws of Delaware, the United States on March 19, 2008, one of our licensing partners whose shares are listed on the Nasdaq Stock Market (ticker symbol: EYPT) |
| “Frost & Sullivan” | Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a global market research and consulting company, which is an Independent Third Party |
| “Frost & Sullivan Report” | an independent market research report commissioned by us and prepared by Frost & Sullivan for the purpose of this document |
| “General Atlantic” | General Atlantic Singapore OT Pte. Ltd, a private company limited by shares incorporated under the laws of Singapore on July 9, 2018 and a Pre-[REDACTED] Investor [REDACTED] |
| “Greater China” | the PRC, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan [REDACTED] |
| “Group” | our Company and all of its subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be) |
| “GTS” | Gene Techno Science Co., Ltd., a corporation incorporated under the laws of Japan on March 1, 2001, one of our licensing partners whose shares are listed on the Tokyo Stock Exchange (stock code: 4584) |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |

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[REDACTED]

“Hong Kong”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“Huonland”

Beijing Huonland Medical Tech. Co., Ltd. (北京匯恩蘭德製藥有限公司), a limited liability company established under the laws of the PRC on August 3, 2012 and one of our licensing partners

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“Independent Third Party(ies)” party or parties that, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is or are not a connected person or connected persons of the Company within the meaning of the Listing Rules

[REDACTED]

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| “Joint Sponsors” | Morgan Stanley Asia Limited and Goldman Sachs (Asia) L.L.C. |
| “Latest Practicable Date” | April 22, 2020, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication [REDACTED] |
| “Listing Committee” | the listing committee of the Hong Kong Stock Exchange [REDACTED] |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time |
| “M&A Rules” | Regulations on Mergers and Acquisitions of Domestic Companies by Foreign Investors (《關於外國投資者併購境內企業的規定》), which were jointly promulgated by MOFCOM, the State Assets Supervision and Administration Commission, the STA, the SAIC, the CSRC, and the SAFE on August 8, 2006, and came into effect on September 8, 2006 and subsequently amended on June 22, 2009, as amended, supplemented or otherwise modified from time to time |
| “Main Board” | the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange. For the avoidance of doubt, the Main Board excludes the Growth Enterprise Market of the Stock Exchange |
| “Memorandum of Association” | memorandum of association of our Company conditionally adopted on [●] to take effect on the [REDACTED], as amended from time to time, a summary of which is set out in “Appendix III—Summary of the Constitution of our Company and Cayman Companies Law” to this document |
| “Nicox” | Nicox S.A., a corporation incorporated under the laws of France on February 15, 1996, one of our licensing partners whose shares are listed on the Euronext exchange (ticker symbol: COX) |

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| “Ocumension Hong Kong” | Ocumension (Hong Kong) Limited (歐康維視生物醫藥(香港)有限公司), a company incorporated under the laws of Hong Kong on March 7, 2018 and one of the Company’s subsidiaries |
| “Ocumension Shanghai” | Ocumension Therapeutics (Shanghai) Co., Ltd. (歐康維視生物醫藥(上海)有限公司), a company established under the laws of the PRC on May 25, 2018 and one of the Company’s subsidiaries |
| “Ocumension Suzhou” | Suzhou Ocumension Biotech Co., Ltd. (蘇州歐康維視生物科技有限公司), a company established under the laws of the PRC on February 11, 2020 and one of the Company’s subsidiaries |

[REDACTED]

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| “Pre-[REDACTED] Investment(s)” | the pre-[REDACTED] investment(s) in our Company, the details of which are set out in the section headed “History, Restructuring and Corporate Structure—Pre-[REDACTED] Investments” |
| “Pre-[REDACTED] Investor(s)” | the investors of Pre-[REDACTED] Investments |

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“Preferred Shares” the Series A Preferred Shares and the Series B Preferred Shares

[REDACTED]

“Regulation S” Regulation S under the U.S. Securities Act

“Renminbi” or “RMB” the lawful currency of the PRC

“RSU Scheme” the restricted share unit scheme approved by the board of directors of the Company, the details of which are set out in “Statutory and General Information—D. Share Incentive Schemes—2. RSU Scheme” in Appendix IV to this document

“Rule 144A” Rule 144A under the U.S. Securities Act

“SAFE Circular 37” State Administration of Foreign Exchange Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents’ Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》)

“Series A Investors” holder(s) of the Series A Preferred Shares

“Series A Preferred Shares” the series A preferred shares with a par value of US\$0.0001 per share in the authorized share capital of the Company allotted and issued to the Series A Investors during the Pre-[REDACTED] Investments, or the series A preferred shares with a par value of US\$0.00001 per share held by the Series A Investors in the authorized share capital of the Company following the Share Subdivision, details of which are described in the section headed “History, Restructuring and Corporate Structure—Pre-[REDACTED] Investments”

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| “Series B Investors” | holder(s) of the Series B Preferred Shares |
| “Series B Preferred Shares” | the series B preferred shares with a par value of US\$0.0001 per share in the authorized share capital of the Company allotted and issued to the Series B Investors during the Pre-[REDACTED] Investments, or the series B preferred shares with a par value of US\$0.00001 per share held by the Series B Investors in the authorized share capital of the Company following the Share Subdivision, details of which are described in the section headed “History, Restructuring and Corporate Structure—Pre-[REDACTED] Investments” |
| “Senju” | Senju Pharmaceutical Co., Ltd., a corporation incorporated under the laws of Japan on April 9, 1947 and one of our licensing partners |
| “Share(s)” | ordinary shares in the share capital of our Company of US\$0.00001 each |
| “Share Subdivision” | the subdivision of each share in the Company’s issued and unissued share capital with par value of US\$0.0001 each into 10 shares of the corresponding class with par value of US\$0.00001 each on [●], the details of which are set out in “History, Restructuring and Corporate Structure—Share Subdivision and Share Conversion” |
| “Shareholder(s)” | holder(s) of our Share(s) [REDACTED] |
| “State Council” | the State Council of the PRC (中華人民共和國國務院) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited |
| “subsidiary(ies)” | has the meaning ascribed to it in section 15 of the Companies Ordinance |
| “Substantial Shareholder(s)” | has the meaning ascribed to it under the Listing Rules |

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| “Suzhou 6 Dimensions” | Suzhou 6 Dimensions Venture Capital Partnership L.P. (蘇州通和毓承投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on August 4, 2017 and one of our Controlling Shareholders |
| “Suzhou Frontline II” | Suzhou Frontline BioVentures Venture Capital Fund II L.P. (蘇州通和二期創業投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on March 8, 2016 and one of our Controlling Shareholders |
| “Temasek” | Temasek Holdings Pte. Ltd., a company established under the laws of Singapore on June 25, 1974 and the sole shareholder of a Pre-[REDACTED] Investor, TLS Beta Pte. Ltd. |
| “Track Record Period” | the period ended December 31, 2018 and the financial year ended December 31, 2019 |

[REDACTED]

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| “U.S.” or “United States” | the United States of America, its territories, its possessions and all areas subject to its jurisdiction |
| “U.S. persons” | U.S. persons as defined in Regulation S |
| “U.S. Securities Act” | United States Securities Act of 1933, as amended |

[REDACTED]

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| “WuXi AppTec” | WuXi AppTec Co., Ltd. (無錫藥明康德新藥開發股份有限公司), a joint stock company with limited liability incorporated in the PRC and whose shares are listed on the Stock Exchange (stock code: 2359) and Shanghai Stock Exchange (stock code: 603259), an Independent Third Party, and, where the context so requires, any of its subsidiaries and affiliates |
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DEFINITIONS AND ACRONYMS

[REDACTED]

ACRONYMS

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|-----------|---|
| “BVI” | the British Virgin Islands |
| “CAGR” | compound annual growth rate |
| | [REDACTED] |
| “CDE” | the Center for Drug Evaluation of NMPA (國家藥品監督管理局藥品審評中心), a division of the NMPA mainly responsible for review and approval of IND and NDA |
| “CEO” | chief executive officer |
| “CFDA” | the China Food and Drug Administration (國家食品藥品監督管理總局) |
| “CSRC” | the China Securities Regulatory Commission (中國證券監督管理委員會) |
| “EIT Law” | the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》), as enacted by the NPC on March 16, 2007 and effective on January 1, 2008, as amended, supplemented or otherwise modified from time to time |
| “EMA” | European Medicines Agency |
| “EU” | European Union |
| “FDA” | the United States Food and Drug Administration |
| “FVTPL” | fair value through profit or loss |
| “IFRS” | International Financial Reporting Standards |
| “MOFCOM” | the Ministry of Commerce of the PRC (中華人民共和國商務部) |

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| “NDRC” | the National Development and Reform Commission (中華人民共和國國家發展和改革委員會) |
| “NRDL” | the National Reimbursement Drug List (國家醫保藥品目錄) |
| “NMPA” | the National Medical Products Administration (國家藥品監督管理局), the successor of the CFDA, the SFDA and the State Drug Administration (國家藥品監督管理局), or SDA |
| “NPC” | the National People’s Congress of the PRC (中華人民共和國全國人民代表大會) |
| “PCT” | the Patent Cooperation Treaty |
| “QIB” | qualified institutional buyer within the meaning of Rule 144A |
| “SAFE” | the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局) |
| “SAIC” | the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局) |
| “SAMR” | the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局), the successor of the SAIC |
| “SFC” | the Securities and Futures Commission of Hong Kong |
| “SFDA” | the State Food and Drug Administration (國家食品藥品監督管理局) |
| “SFO” | the Securities and Futures Ordinance (Chapter 571) of Hong Kong, as amended, supplemented or otherwise modified from time to time |
| “STA” | the State Taxation Administration of the PRC (中華人民共和國國家稅務總局) |

For the purpose of this document, references to “provinces” of China include provinces, municipalities under direct administration of the central government and provincial-level autonomous regions. References to “we” are to our Company or our Group, as the context may require. “%” refers to per cent.