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Ocumension Therapeutics

歐康維視生物

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1477)

COMPLETION OF THE TRANSACTIONS UNDER SHARE PURCHASE AGREEMENT

Reference is made to the announcement (the "Announcement") of Ocumension Therapeutics (the "Company") dated April 14, 2021. Unless otherwise specified, the defined terms used herein shall have the meanings as defined in the Announcement.

The board (the "Board") of directors (the "Directors") of the Company is pleased to announce that, upon fulfillment of all conditions of the Share Purchase Agreement, the completion of the transactions under the Share Purchase Agreement took place on April 15, 2021 (U.S. time) in accordance with the terms and conditions of the Share Purchase Agreement. Upon such completion, an aggregate of 1,144,945 new Alimera Shares were issued and allotted to the Company at the subscription price of approximately US\$8.73 per Alimera Share, which, as disclosed in the Announcement, was determined primarily with reference to the recent trading prices of Alimera Shares on Nasdaq. The subscription price also represents an approximately 10.3% discount of the volume weighted average price ("VWAP") of Alimera Share on the date immediately preceding the date of the Share Purchase Agreement (US\$9.73 per Alimera Share on April 13, 2021), and an approximately 12.5% discount of the one month VWAP of the Alimera Share (US\$9.98 per Alimera Share) for one month preceding the date of this announcement. Upon completion of the transactions under the Share Purchase Agreement, Alimera is owned as to approximately 16.6% by the Company. The Alimera Shares owned by the Group is accounted for in the Company's financial statements as an investment in financial assets measured at fair value.

In connection with the share issuance under the Share Purchase Agreement, the Company and Alimera entered into the Voting Agreement on the same date, pursuant to which the Company agreed that, in the event of any event, transaction or proposed transaction involving among others, that a majority of the members of the board of Alimera reasonably believes in good faith could present or give rise to a conflict of interest between Alimera and certain specified third parties, then the Group shall appear at each such meeting or otherwise cause the Alimera Shares owned by the Group to be counted as present thereat for purposes of calculating a quorum, and vote the Alimera Shares owned by the Group (i) in favor of any proposals recommended by the board of Alimera for approval; and (ii) against any proposals that the board of Alimera recommends its stockholders vote against, unless it is inconsistent with the Group's rights and interest under the Voting Agreement, the Exclusive License Agreement, the Warrant Subscription Agreement or the Share Purchase Agreement. The Company has no director appointment right under the Voting Agreement or the Share Purchase Agreement. For the avoidance of doubt, Alimera will not be consolidated into the Company by virtue of or as a result of the Voting Agreement, and entering into the Voting Agreement by the Company will not have any impact on the financial position of the Company.

Alimera is a U.S.-based pharmaceutical company that specializes in the commercialization and development of prescription ophthalmic pharmaceuticals for diseases affecting the back of the eye, or retina. The net loss after tax of Alimera for the two years ended December 31, 2020 was US\$10.4 million and US\$5.3 million, respectively. The total stockholders' deficit of Alimera as of December 31, 2020 was approximately US\$8.0 million.

By order of the Board
Ocumension Therapeutics
Dr. Lian Yong CHEN
Chairman and Executive Director

Hong Kong, April 23, 2021

As of the date of this announcement, the Board comprises Dr. Lian Yong CHEN, Mr. Ye LIU, Dr. Zhaopeng HU and Dr. Wei LI as executive Directors, Mr. Yanling CAO and Ms. Yumeng WANG as non-executive Directors, and Mr. Ting Yuk Anthony WU, Mr. Lianming HE, and Mr. Yiran HUANG as independent non-executive Directors.