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Ocumention Therapeutics
歐康維視生物

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Ocumention Therapeutics (the “Company”) will be held at Taishan Meeting Room, 5th Floor, Want Want Plaza, No. 211 Shimen Yi Road, Jing’an District, Shanghai, the People’s Republic of China at 10:00 a.m. on Tuesday, August 31, 2021 for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions as ordinary resolutions of the Company. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated August 11, 2021.

ORDINARY RESOLUTIONS

“THAT,

1. subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, Shares to be issued pursuant to the exercise of the share options which may be granted under the 2021 Share Option Scheme, a copy of which is tabled at the EGM and marked “A” and initialed by the chairman of the EGM for identification purpose, the 2021 Share Option Scheme be and is hereby approved and adopted; and the Directors be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2021 Share Option Scheme, including without limitation to:
 - (i) to administer or authorize a committee of the Board or any person(s) as deemed appropriate at the sole discretion of the Board to administer the 2021 Share Option Scheme under which share options will be granted to the Eligible Persons (as defined in the 2021 Share Option Scheme) eligible under the 2021 Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the share options in accordance with the terms of the 2021 Share Option Scheme;
 - (ii) to modify and/or amend the 2021 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the terms of the 2021 Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules);

- (iii) to allot and issue from time to time such number of Shares in the share capital of the Company as may be required to be allotted and issued pursuant to the exercise of the share options under the 2021 Share Option Scheme and subject to the Listing Rules;
 - (iv) to make application at appropriate time or times to the Stock Exchange, and any other stock exchanges on which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the share options under the 2021 Share Option Scheme; and
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2021 Share Option Scheme.”
- 2(a) the conditional grant of Options to Mr. Liu in accordance with the terms of the 2021 Share Option Scheme (the “**Options Grant**”), subject to all applicable laws, rules, regulations and the applicable grant letter be and hereby approved and confirmed;
- 2(b) any one or more of the directors of the Company, with the exception of Mr. Liu, be authorized to exercise the powers of the Company to allot and issue the ordinary shares of the Company pursuant to the Option Grant (the “**Option Shares**”) in accordance with the terms of the 2021 Share Option Scheme, such that the Option Shares shall rank *pari passu* in all respects among themselves and with the existing ordinary shares in issue at the date of the allotment and issuance of the Option Shares, and that he/she/they, be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in 2(a) above;
- 3(a) the conditional grant of Awards to Mr. Liu and Dr. Hu in accordance with the terms of the 2021 Share Award Scheme, subject to all applicable laws, rules, regulations and the applicable grant letter (the “**Awards Grant**”) be hereby approved and confirmed;
- 3(b) any one or more of the directors of the Company, with the exception of Mr. Liu and Dr. Hu, be authorized to exercise the powers of the Company to allot and issue the ordinary shares of the Company pursuant to the Awards Grant (the “**Award Shares**”) under the Connected Grant Specific Mandate granted to the Directors by the shareholders of the Company at the EGM in accordance with the terms of the 2021 Share Award Scheme, such that the Award Shares shall rank *pari passu* in all respects among themselves and with the existing ordinary shares in issue at the date of the allotment and issuance of the Award Shares, and that he/she/they, be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in 3(a) above;

- 4(a) subject to and conditional upon the Listing Committee of Stock Exchange granting the approval for the listing of, and the permission to deal in, Shares to be issued pursuant to the 2021 Share Award Scheme, the Directors be and are hereby granted the specific mandate to allot and issue up to 3% of Shares as of the Latest Practicable Date pursuant to the 2021 Share Award Scheme and the Articles of Association and for the purpose of distribution of Shares pursuant to the 2021 Share Award Scheme (the “**Award Scheme Specific Mandate**”), provided that this Award Scheme Specific Mandate shall be in addition to, and shall not prejudice or revoke any existing or such other general or special mandates which may from time to time be granted to the Directors prior to the passing of this resolution;
- 4(b) subject to and conditional upon the Listing Committee of Stock Exchange granting the approval for the listing of, and the permission to deal in, Shares to be issued pursuant to the 2021 Share Award Scheme, and the passing of resolution 4(a) above, the Directors be and are hereby granted the specific mandate to allot and issue up to 13,152,000 Shares under the Awards Grant pursuant to the 2021 Share Award Scheme and the Articles of Association (the “**Connected Grant Specific Mandate**”), provided that the Connected Grant Specific Mandate shall be in addition to, and shall not prejudice or revoke any existing or such other general or special mandates (other than the Award Scheme Specific Mandate) which may from time to time be granted to the Directors prior to the passing of this resolution.”

Yours faithfully,
 By order of the Board
Ocumension Therapeutics
Dr. Lian Yong CHEN
Chairman and non-executive Director

Hong Kong, August 11, 2021

<i>Registered office:</i>	<i>Principal Place of Business</i>	<i>Principal place of business</i>
The offices of Vistra (Cayman) Limited P.O. Box 31119 Grand Pavilion Hibiscus Way 802 West Bay Road Grand Cayman KY1-1205 Cayman Islands	<i>in the PRC</i> No. 1858 Yinzhongnan Road Guoxiang Subdistrict Wuzhong District Suzhou Jiangsu Province the PRC	<i>in Hong Kong:</i> Room 1901, 19/F, Lee Garden One 33 Hysan Avenue Causeway Bay Hong Kong

Notes:

1. The transfer books and register of members of the Company will be closed from Thursday, August 26, 2021 to Tuesday, August 31, 2021, both dates inclusive, for the purpose of determining shareholders' entitlements to attend and vote at the EGM. In order to qualify for the right to attend and vote at the meeting, all unregistered transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, August 25, 2021.
2. Any shareholder entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. A proxy need not be a shareholder of the Company. In addition, a proxy or proxies representing either a shareholder who is an individual or a shareholder which is a corporation shall be entitled to exercise the same powers on behalf of the shareholder which he/she or they represent as such shareholder could exercise.
3. To be valid, a form of proxy must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (i.e. not later than 10:00 a.m. on Sunday, August 29, 2021) or any adjournment thereof.
4. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Votes on the ordinary resolutions set out herein which are to be passed at the EGM will be taken by way of poll.
7. If Typhoon Signal No.8 or above, or a "black" rainstorm warning, is in effect any time after 10:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on the website of the Company at www.ocumension.com and on website of the Stock Exchange at www.hkexnews.hk to notify the shareholders of the date, time and place of the rescheduled meeting.
8. A circular containing further details concerning the resolutions set out in this notice will be sent to all shareholders of the Company together with this notice.
9. References to dates and time in this notice are to Hong Kong dates and time.

As at the date of this notice, the Board comprises Mr. Ye LIU and Dr. Zhaopeng HU as executive Directors, Dr. Lian Yong CHEN, Dr. Wei LI, 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.