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**Ocumention Therapeutics**  
**歐康維視生物**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1477)**

**DISCLOSEABLE TRANSACTION**  
**RELATING TO THE PROMOTION AGREEMENT WITH VIATRIS**

**THE PROMOTION AGREEMENT IN RELATION TO PROMOTION OF THE PRODUCT IN CHINA**

On June 1, 2022, Ocumention Shanghai, a wholly-owned subsidiary of the Company, entered into the Promotion Agreement with Viatris China, pursuant to which (i) Viatris China will grant Ocumention Shanghai an exclusive license to promote the Product in the Territory; and (ii) in exchange of such license, Ocumention Shanghai shall pay Viatris China an upfront payment of RMB30 million (equivalent to approximately HK\$35.3 million and inclusive of added-value tax) and charge Viatris China promotion service fees for providing the promotion services, inclusive of added-value tax.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Viatris China and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

**INFORMATION OF THE PRODUCT**

The Product, namely azelastine hydrochloride eye drops, is sold under the tradename AZEP®. Azelastine hydrochloride is a relatively selective histamine H1 receptor antagonist. Azelastine hydrochloride eye drops are used for the treatment of eye itching caused by allergic conjunctivitis.

**LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio calculated in accordance with Chapter 14 of the Listing Rules for the Transaction exceeds 5% but is less than 25%, the Transaction constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements but not subject to the circular and shareholders' approval requirements under the Listing Rules.

## **INTRODUCTION**

The Board is pleased to announce that, on June 1, 2022, Ocumension Shanghai, a wholly-owned subsidiary of the Company, entered into the Promotion Agreement with Viatris China, pursuant to which (i) Viatris China will grant Ocumension Shanghai an exclusive license to promote the Product in the Territory; and (ii) in exchange of such license, Ocumension Shanghai shall pay Viatris China an upfront payment of RMB30 million (equivalent to approximately HK\$35.3 million and inclusive of added-value tax) and charge Viatris China promotion service fees for providing the promotion services, inclusive of added-value tax.

## **THE PROMOTION AGREEMENT**

The terms of the Promotion Agreement have been arrived at after arm's length negotiations between the parties on normal commercial terms and the principal terms of which are set out below.

**Date:** June 1, 2022

**Parties:** (i) Ocumension Shanghai; and  
(ii) Viatris China

**Term:** Five (5) years from the Effective Date, or until early termination pursuant to the terms of the Promotion Agreement, subject always to certain provisions which will survive after termination.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Viatris China and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

### **Consideration**

As the consideration for obtaining the exclusive license to promote the Product in the Territory, Ocumension Shanghai shall pay Viatris China an upfront payment of RMB30 million (equivalent to approximately HK\$35.3 million and inclusive of added-value tax). The consideration shall be paid by Ocumension Shanghai to Viatris China within ten (10) Business Days from the Effective Date. The payment of the exclusive license fees will be in cash and funded by the internal financial resources of the Group.

## **Licensed Rights**

Pursuant to the Promotion Agreement, Viatris China agreed to grant Ocumension Shanghai (i) the exclusive license to promote the Product in the Territory; and (ii) a non-exclusive license in relation to the use of Product IP and Viatris Logo for the purpose of providing the promotional services under the Promotion Agreement, and Ocumension Shanghai may sub-license such licensed rights in relation to the use of Product IP and Viatris Logo to its affiliated companies in the Territory during the term of the Promotion Agreement without prior consent from Viatris China.

## **Promotion Services and Related Fees**

Pursuant to the Promotion Agreement, after obtaining the exclusive license to promote the Product in the Territory, Ocumension Shanghai shall be responsible for the promotion of the Product in the Territory, the promotion services of which includes, among others, developing annual promotion plans for promoting the Product, engaging in promotional activities in relation to the Product in accordance with the annual promotion plans, and producing promotional materials of the Product.

Correspondingly, Viatris China shall pay the promotion service fees to Ocumension Shanghai for providing such promotion services. The annual promotion service fees are sales-based and determined with reference to the unit price, the annual sale volume and the applicable rate of the Product. After the end of each quarter from the Effective Date, Viatris China shall notify Ocumension Shanghai to, and Ocumension Shanghai shall, calculate the service fees for such quarter, and Viatris China shall subsequently confirm and settle the fees with Ocumension Shanghai in accordance with the payment procedure as agreed by the parties. At each anniversary of the Effective Date, the parties shall conduct a final review of the annual promotion service fees and settle the outstanding amount if any.

## **Basis of Consideration and Promotion Service Fees**

The consideration of the licensed rights and the relevant promotion service fees were arrived at after arm's length negotiations between Ocumension Shanghai and Viatris China after taking into consideration: (i) the historical sales of the Product in the Territory as provided by Viatris China; (ii) the estimated cost of sales and other expenses in relation to the promotion of the Product based on the Group's sales and marketing experience in the ophthalmic pharmaceutical industry in the Territory; (iii) the market reputation, the brand recognition and the expected prospects of the Product; and (iv) the reasons for the Transaction as detailed in the paragraph below headed "Reasons for and Benefits of Entering into the Promotion Agreement" in this announcement.

## **Non-compete**

During the term of the Promotion Agreement and within two (2) years after termination thereof, Ocumension Shanghai and its affiliates shall not directly or indirectly sell or promote any eye drop product that has the same active ingredient as the Product has or any generic version of the Product in the Territory.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE PROMOTION AGREEMENT**

The Group is a China-based ophthalmic pharmaceutical platform company dedicated to identifying, developing and commercializing first- or best-in-class ophthalmic therapies. The vision of the Group is to provide a world-class pharmaceutical total solution to address significant unmet ophthalmic medical needs in China. The Transaction allows the Company to further expand its product pipeline and thereby enhancing the Group's overall sales performance and improving its sales coverage in public hospitals in the PRC. In addition, the Transaction will maintain stable supply of the Product in the Territory in order to meet patients' demands.

The Company also believes that entering into the Promotion Agreement with Viatriis China will be able to solidify the cooperation with Viatriis China, and further enable the Group establishing a long-term and stable cooperative relationship with Viatriis, a well-recognized and world-renowned pharmaceutical corporation, which will be beneficial to the Company's business layout in the future.

In view of the above, the Directors (including the independent non-executive Directors) consider that the Promotion Agreement and the Transaction contemplated thereunder have been entered into on normal commercial terms, and the terms thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **INFORMATION OF THE PRODUCT**

The Product, namely azelastine hydrochloride eye drops, is sold under the tradename AZEP®. Azelastine hydrochloride is a relatively selective histamine H1 receptor antagonist. Azelastine hydrochloride eye drops are used for the treatment of eye itching caused by allergic conjunctivitis.

According to Viatriis China, the Product carried no book value on the financial statements of Viatriis China.

## **LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio calculated in accordance with Chapter 14 of the Listing Rules for the Transaction exceeds 5% but is less than 25%, the Transaction constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements but not subject to the circular and shareholders' approval requirements under the Listing Rules.

## INFORMATION OF THE PARTIES

### About Viatriis

Viatriis Inc. (NASDAQ: VTRS) is a new kind of healthcare company, empowering people worldwide to live healthier at every stage of life. Viatriis provides access to medicines, advance sustainable operations, develop innovative solutions and leverage its collective expertise to connect more people to more products and services through its one-of-a-kind Global Healthcare Gateway®. Formed in November 2020, Viatriis brings together scientific, manufacturing and distribution expertise with proven regulatory, medical, and commercial capabilities to deliver high-quality medicines to patients in more than 165 countries and territories. Viatriis' portfolio comprises more than 1,400 approved molecules across a wide range of therapeutic areas, spanning both non-communicable and infectious diseases, including globally recognized brands, complex generic and branded medicines, a portfolio of biosimilars and a variety of over-the-counter consumer products. With a global workforce of approximately 37,000, Viatriis is headquartered in the United States, with global centers in Pittsburgh, Pennsylvania, the United States, Shanghai, the PRC and Hyderabad, India.

### About the Group

The Group is an ophthalmic pharmaceutical company dedicated to identifying, developing and commercializing first- or best-in-class ophthalmic therapies. The Group has a portfolio of 20 drug assets, covering all major front- and back-of-the-eye diseases, among which six key drug candidates are in phase III clinical trial stage.

Ocumension Shanghai was established under the laws of the PRC as an indirect wholly-owned subsidiary of the Company, which is primarily engaged in identifying, developing and commercializing therapies for ophthalmic patients in the PRC.

## DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or a public holiday) on which the banks are open for business in the PRC
“China” or “the PRC”	the People’s Republic of China, but for the purpose of this announcement and for geographical reference only and except where the context requires, references in this announcement to “China” and the “PRC” do not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

“Company”	Ocumension Therapeutics (歐康維視生物), a company incorporated under the laws of the Cayman Islands with limited liability, the shares of which were listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Effective Date”	June 1, 2022, being the effective date of the Promotion Agreement
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“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 and one of the Company’s subsidiaries
“Product”	Azelastine hydrochloride eye drops sold under the tradename AZEP®
“Product IP”	refers to any of the following matters in relation to the Product on the Effective Date and during the term of the Promotion Agreement and all rights owned or controlled by Viatriis and its affiliates in any jurisdiction in connection therewith: (i) patents and their applications and any renewals, divisional applications, renewals, extensions, provisional applications, renewals and partial renewals; (ii) inventions, invention disclosures, know-how, technology, technical data, experimental research data, data, trade secrets, customer lists and all documents related to the foregoing; (iii) worldwide copyright, copyright registration and copyright applications, and all other rights related thereto; (iv) computer software, domain names, databases; (v) worldwide industrial designs and other designs, and any registrations and applications therefor; (vi) worldwide trade or commercial names, logos, trade dress, labels, packaging, trademarks, common law trademarks and service marks, and trademark and service mark registrations and applications therefor; and (vii) any rights equivalent to the foregoing rights
“Promotion Agreement”	the promotion agreement dated June 1, 2022 entered into by and between Ocumension Shanghai and Viatriis China
“RMB”	Renminbi Yuan, the lawful currency of China
“Shareholder(s)”	shareholders of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Territory”	refers to (i) physical medical institutions, including public hospitals, private hospitals, clinics and township health centers; (ii) associated pharmacies of physical medical institutions; and (iii) Internet hospitals as the second name of physical medical institutions, all within the PRC
“Transaction”	the transaction in relation to the grant of exclusive license to promote the Product pursuant to the Promotion Agreement
“Viatriis”	refers to Viatriis Inc., a corporation incorporated and existing under the laws of the Delaware, the United States, whose shares of common stock are traded on the Nasdaq Stock Market (ticker symbol: VTRS), with the business address at 1000 Mylan Boulevard, Canonsburg, PA 15317, and its affiliates, including, among others, Viatriis China, collectively, and where the context requires, either of Viatriis Inc. or its affiliate(s)
“Viatriis China”	Viatriis Pharmaceuticals Co., Ltd. (暉致醫藥有限公司), an affiliate of Viatriis and a company established under the laws of the PRC and located in Shanghai, the PRC, which is primarily engaged in the wholesale, import and licensing of drugs
“Viatriis Logo”	the logo containing the name, trade name, logo or trademark of Viatriis or its affiliates
“%”	per cent

*In this announcement, the terms “connected person”, “percentage ratios” and “subsidiary” have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.*

By order of the Board  
**Ocumension Therapeutics**  
**Dr. Lian Yong CHEN**  
*Chairman and Non-executive Director*

Hong Kong, June 1, 2022

*As of the date of this announcement, 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. Yiran HUANG and Mr. Zhenyu ZHANG as independent non-executive Directors.*