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Ocumension 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 Ocumension Therapeutics (the “Company”) will be held at 56th Floor, One Museum Place Office Building, No. 669 Xinzha Road, Shanghai, PRC at 3:00 p.m. on Friday, November 25, 2022 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 November 4, 2022.

ORDINARY RESOLUTIONS

“THAT,

1. the refreshment of the Scheme Mandate Limit to 53,424,000 Shares, being approximately 7.95% of the total Shares in issue as of the date of approval by the Shareholders rounded down to nearest whole board lot of 500 Shares (assuming there is no other change in the number of total Shares in issue since the Latest Practicable Date and up to the date of approval by the Independent Shareholders) be and is hereby approved and confirmed, and the Board be and is hereby granted an advanced mandate to allot and issue up to 51,031,000 Award Shares within the Scheme Mandate Limit for the purpose of satisfying all options, awards and other incentives to be granted under all share schemes of the Company in accordance with the articles of association of the Company, provided that the allotment and issue of 51,031,000 Award Shares 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;
2. the set of the Service Provider Sublimit as 5,342,000 Shares, approximately 0.795% of the total Shares in issue as of the date of approval by the Shareholders rounded down to nearest whole board lot of 500 Shares (assuming there is no other change in the number of total Shares in issue since the Latest Practicable Date and up to the date of approval by the Independent Shareholders) be and is hereby approved and confirmed;

3. subject to and conditional upon the passing of resolution 1 above, the conditional grant of Awards representing 4,320,000 Award Shares to Mr. Liu and Awards representing 137,000 Award Shares to Dr. Hu in accordance with the terms of the 2021 Share Award Scheme and the transactions contemplated thereunder, subject to all applicable laws, rules, regulations and the applicable grant letter be and is hereby approved and confirmed; and

4. subject to and conditional upon the passing of resolution 1 above, any one or more of the Director (except for any Director who has an interest in the transactions contemplated) be authorized to exercise the powers of the Company to allot and issue the ordinary Shares within the Scheme Mandate Limit, such that the 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 issue of the 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 resolutions 1, 2 and 3 above.”

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

Hong Kong, November 4, 2022

<i>Registered office:</i>	<i>Principal Place of Business in the PRC</i>	<i>Principal place of business in Hong Kong:</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	No. 1858 Yinzhongnan Road Guoxiang Subdistrict Wuzhong District Suzhou Jiangsu Province the PRC	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 Tuesday, November 22, 2022 to Friday, November 25, 2022, 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 Monday, November 21, 2022.

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 3:00 p.m. on Wednesday, November 23, 2022) 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 3:00 p.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 of 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. Yiran HUANG and Mr. Zhenyu ZHANG as independent non-executive Directors.