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**Zhaoke Ophthalmology Limited**  
**兆科眼科有限公司**

*(Incorporated in the British Virgin Islands with limited liability and continued in the Cayman Islands)*  
**(Stock Code: 6622)**

**SUPPLEMENTAL ANNOUNCEMENT**  
**CONTINUING CONNECTED TRANSACTION**  
**PROCUREMENT OF CRO SERVICES FOR NVK002**

Reference is made to the announcement of Zhaoke Ophthalmology Limited (the “**Company**”) dated April 8, 2022 (the “**Announcement**”) in relation to the procurement of CRO services from Lee’s Pharm Hefei. Unless the context otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

In addition to the information disclosed in the Announcement, the Board would like to provide the following additional information in relation to the CRO Service Agreements to the Shareholders and potential investors of the Company.

**PRICING POLICY**

As stated in the Announcement, the service fees under CRO Service Agreements were determined by taking into account the following factors: (i) the cost and expenses to be incurred in providing such services; (ii) the types and nature of the services; (iii) the market rates for providing CRO services of similar types and nature; and (iv) the expected commitment of resources required for providing the relevant CRO services.

With regards to the market rates for providing CRO services of similar types and nature and the expected commitment of resources required for providing the relevant CRO services, the Board would like to clarify that before deciding on the service fees and the respective annual caps for the nine months ending December 31, 2022 and the two years ending December 31, 2024, the Group has considered the followings:

### **Market Rates for Providing CRO Services of Similar Types and Nature**

Prior to entering into the CRO Service Agreements, the procurement team of the Group sent out quotation request and bidding invitation to potential parties in the industry with ophthalmology experience. Given there are limited CROs in China that specializes in providing CRO services for ophthalmic diseases, the Company received feedbacks from three candidates at the end, including Lee's Pharm Hefei and other two independent third parties providing CRO services of similar types and natures. Based on the Company's independent assessment and commercial judgment, the overall commercial terms offered by Lee's Pharm Hefei represented prevailing market rates and were not less favorable than those offered by other independent third parties.

### **Expected Commitment Resources Required for Providing the Relevant CRO Services**

The expected commitment of resources required would affect the service fees payable in the following manners:

1. different CRO services providers generally may have different degrees of capacities and manpower to perform relevant CRO services, which would affect the entire progress of a clinical trial. Given the timetable of each clinical trial of the Group's core and key products are of significance to the Company, thus a CRO service provider's commitments with sufficient resources to be devoted and to assist the Company in completing a clinical trial within a reasonably shorter period of time would be beneficial to the Company's R&D and commercialization plan as a whole; and
2. the payments for the CRO services contemplated under the CRO Service Agreements will only be made subject to the milestones to be achieved and work orders to be completed. Where in a particular period, a CRO service provider commits to devote more time and manpower resources, and could complete a work order or achieves a milestone in a more efficient way, the relevant service fees payable in such period to such supplier should be proportionate to the performances that it has achieved.

## INTERNAL CONTROL MEASURES

The Company has adopted the following internal control procedures in place to ensure that (i) the transactions contemplated under the CRO Service Agreements are conducted within the framework of such agreements; and (ii) the utilization of the annual caps would be timely monitored and comply with the requirements under Rule 14A.54 of the Listing Rules:

1. the Company adopts and implements a management system on connected transactions and the Board and the various internal departments of the Company (including the procurement, finance and legal departments) will be jointly responsible for the control and daily management in respect of the continuing connected transactions;
2. the chief operating officer, chief medical officer, the head of the procurement department of the Group and the project manager will independently evaluate and closely monitor each transaction under the CRO Service Agreements to ensure each transaction is indeed conducted within the framework of such agreements and will timely monitor the utilization of the annual caps;
3. the Board and various internal departments of the Company will regularly monitor the fulfillment status and the transaction updates under the CRO Service Agreements. In addition, the management of the Company will also regularly review the pricing policies of the CRO Service Agreements;
4. the auditors of the Company shall conduct annual reviews on pricing and annual caps of such continuing connected transactions to ensure that the transaction amounts are within the annual caps and that the transactions in all material aspects are conducted on the terms in the relevant agreement of such transactions;
5. the independent non-executive Directors of the Company shall conduct annual reviews on the proposed continuing connected transactions under the CRO Service Agreements to ensure that such transactions are conducted on normal commercial terms and are in the ordinary and usual course of business of the Group, and the terms thereof are fair and reasonable and are in the interests of the Company and its shareholders as a whole; and
6. the Company will re-comply with the announcement and shareholders' approval requirements under the Listing Rules before any cap is exceeded, or it proposes to renew the agreements or to effect a material change to their terms.

Save as disclosed above, all other information and contents set out in the Announcement remain unchanged.

By order of the Board  
**Zhaoke Ophthalmology Limited**  
**Dr. Li Xiaoyi**  
*Chairman*

Hong Kong, April 14, 2022

*As at the date of this announcement, the Board of the Company comprises Dr. Li Xiaoyi and Mr. Dai Xiangrong as executive Directors; Ms. Leelalertsuphakun Wanee, Ms. Tiantian Zhang, Ms. Cai Li and Mr. Chen Yu as non-executive Directors; and Mr. Wong Hin Wing and Prof. Lo Yuk Lam as independent non-executive Directors.*