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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Ocumention Therapeutics**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Ocumention Therapeutics

歐康維視生物

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1477)

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Ocumention Therapeutics to 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 on Friday, June 24, 2022 at 10:00 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at www.ocumention.com. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. no later than 10:00 a.m. on Wednesday, June 22, 2022, Hong Kong time) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if they so wish. **The Company strongly recommends you to monitor the development of the COVID-19 situation and to assess, based on the social distancing policies, the necessity for attending the Annual General Meeting in person.**

April 27, 2022

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DEFINITIONS

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

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| “6 Dimensions Affiliates” | 6 Dimensions Affiliates Fund, L.P., a limited partnership established under the Acts of Cayman Islands on October 25, 2017 and one of our controlling shareholders |
| “6 Dimensions Capital” | 6 Dimensions Capital, L.P., a limited partnership established under the Acts of Cayman Islands on August 16, 2017 and one of our controlling shareholders |
| “Annual General Meeting” | the annual general meeting of the Company to be held at Taishan Meeting Room, 5th Floor, Want Want Plaza, No. 211 Shimem Yi Road, Jing’an District, Shanghai, the People’s Republic of China on Friday, June 24, 2022 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 17 to 21 of this circular |
| “Articles of Association” or “Articles” | the articles of association of our Company conditionally adopted on June 23, 2020 and effective on the Listing Date, as amended from time to time |
| “Board” | the board of Directors |
| “Cayman Companies Act” | the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time |
| “Company” | Ocumension Therapeutics (歐康維視生物), a company incorporated under the laws of the Cayman Islands with limited liability on February 27, 2018, with its Shares listed on the Main Board of the Stock Exchange |
| “China” or “the PRC” | the People’s Republic of China excluding, for the purpose of this circular and for geographical reference only and except where the context requires otherwise, Hong Kong, Macau Special Administrative Region and Taiwan |
| “COVID-19” | an infectious disease caused by the most recently discovered coronavirus (severe acute respiratory syndrome coronavirus 2), first reported in December 2019 |
| “Director(s)” | the director(s) of the Company |

DEFINITIONS

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| “Group” or “Ocumension” | the Company and its subsidiaries |
| “HKD” or “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Issue Mandate” | a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with the Shares not exceeding 20 per cent of the aggregate number of the shares of the Company in issue as of the date of passing of the relevant resolution granting the relevant mandate |
| “Latest Practicable Date” | April 21, 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular |
| “Listing Date” | July 10, 2020, being the date on which dealings in our Shares first commenced on the Main Board of the Stock Exchange |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time |
| “Memorandum” or “Memorandum of Association” | the memorandum of association of our Company conditionally adopted on June 23, 2020 to take effect on the Listing Date, as amended from time to time |
| “Nomination Committee” | the nomination committee of the Company |
| “Prospectus” | the prospectus issued by the Company dated June 29, 2020 |
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10 per cent of the aggregate number of the shares of the Company in issue as of the date of passing of the relevant resolution granting the relevant mandate |
| “RMB” | Renminbi, the lawful currency of the PRC |

DEFINITIONS

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| “SFC” | the Securities and Futures Commission of Hong Kong |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| “Share(s)” | ordinary shares in the share capital of our Company of US\$0.00001 each |
| “Shareholder(s)” | holder(s) of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Suzhou 6 Dimensions” | Suzhou 6 Dimensions Venture Capital Partnership L.P. (蘇州通和毓承投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on August 4, 2017 and one of our controlling shareholders |
| “Suzhou Frontline II” | Suzhou Frontline BioVentures Venture Capital Fund II L.P. (蘇州通和二期創業投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on March 8, 2016 and one of our controlling shareholders |
| “Takeovers Code” | the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time |
| “US\$” or “USD” | United States dollars, the lawful currency of the United States |
| “%” | per cent |

In this circular, the terms “close associate”, “core connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

LETTER FROM THE BOARD



Ocumension Therapeutics
歐康維視生物

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

Executive Directors:

Mr. Ye LIU (*Chief Executive Officer*)
Dr. Zhaopeng HU

Non-executive Directors:

Dr. Lian Yong CHEN (*Chairman*)
Dr. Wei LI
Mr. Yanling CAO
Ms. Yumeng WANG

Independent Non-executive Directors:

Mr. Ting Yuk Anthony WU
Mr. Yiran HUANG
Mr. Zhenyu ZHANG

Registered office:

The offices of Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman KY1-1205
Cayman Islands

Principal place of business in the PRC:

No. 1858 Yinzhongnan Road
Guoxiang Subdistrict, Wuzhong District
Suzhou
Jiangsu Province
the PRC

*Principal place of business
in Hong Kong:*

Room 1901, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

Hong Kong, April 27, 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and further information about the following proposals to be put forward at the Annual General Meeting: (a) the grant to the Directors of the Issue Mandate and the Repurchase Mandate; (b) the re-election of the retiring Directors; and (c) re-appointment of auditor.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on June 29, 2021, general mandates were granted to the Directors to issue and repurchase Shares. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the general mandate to issue the Shares. At the Annual General Meeting, an ordinary resolution no. 4(A) will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares in the share capital of the Company up to 20 per cent of the aggregate number of the Shares in issue as of the date of passing of the resolution in relation to the Issue Mandate.

As of the Latest Practicable Date, the issued share capital of the Company comprised 666,743,175 Shares. Subject to the passing of the ordinary resolution no. 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 133,348,635 Shares under the Issue Mandate.

In addition, subject to a separate approval of the ordinary resolution no. 4(C), the number of Shares repurchased by the Company under ordinary resolution no. 4(B) will also be added to extend the 20 per cent limit of the Issue Mandate as mentioned in the ordinary resolution no. 4(A) provided that such additional amount shall not exceed 10 per cent of the aggregate number of the Shares in issue as of the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

The Issue Mandate will continue to be in force from the passing of the said resolution until whichever the following first occurs: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of the authority given under such ordinary resolution by an ordinary resolution of the Shareholders in general meeting.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase the Shares representing up to 10 per cent of the aggregate number of the Shares in issue as of the date of passing of the resolution in relation to the Repurchase Mandate.

LETTER FROM THE BOARD

The Repurchase Mandate, if approved, will continue in force until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders of the Company in general meeting.

The Directors have no current intention of exercising the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 16.2 of the Articles of Association, the Director being Mr. Zhenyu ZHANG, being new Director appointed on April 8, 2022, will retire at the Annual General Meeting. Mr. Zhenyu ZHANG, being eligible, will offer himself for re-election at the Annual General Meeting.

In accordance with article 16.19 of the Articles of Association, the Directors being Dr. Zhaopeng HU, Mr. Yanling CAO and Mr. Yiran HUANG will retire by rotation at the Annual General Meeting. Dr. Zhaopeng HU, Mr. Yanling CAO and Mr. Yiran HUANG, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

Deloitte Touche Tohmatsu, which has audited the consolidated financial statements of the Company for the year ended December 31, 2021, will retire as the auditor at the Annual General Meeting and, being eligible, offer itself for re-appointment. The Board proposed to re-appoint Deloitte Touche Tohmatsu as the auditor to hold office until the conclusion of the next annual general meeting and authorize the Board to fix its remuneration.

6. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 17 to 21 of this circular is the notice of the Annual General Meeting containing, inter alia, ordinary resolutions in relation to granting the Directors the Issue Mandate and the Repurchase Mandate, approving the re-election of the retiring Directors and the re-appointment of auditor.

LETTER FROM THE BOARD

7. FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. no later than 10:00 a.m. on Wednesday, June 22, 2022, Hong Kong time) or at any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if they so wish. **The Company strongly recommends you to monitor the development of the COVID-19 situation and to assess, based on the social distancing policies, the necessity for attending the Annual General Meeting in person.**

8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. The Chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting be taken by way of poll pursuant to article 13.5 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

9. PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Taking into account of the recent development of the epidemic caused by COVID-19, the Company will implement the following prevention and control measures at the Annual General Meeting against the epidemic to protect the Shareholders from the risk of infection:

- (i) compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be permitted to access to the meeting venue;
- (ii) every Shareholder or proxy is required to wear surgical face mask throughout the meeting;
- (iii) no souvenirs will be provided at the Annual General Meeting; and
- (iv) no refreshments will be served at the Annual General Meeting.

LETTER FROM THE BOARD

10. RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the Issue Mandate and the Repurchase Mandate, approving the re-election of the retiring Directors and the re-appointment of auditor are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By order of the Board

Ocumension Therapeutics

Dr. Lian Yong CHEN

Chairman and Non-executive Director

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

1. EXECUTIVE DIRECTOR

Dr. Zhaopeng HU (“Dr. HU”), aged 49, joined our Group in September 3, 2018 as the vice president of registration affairs. He has been our executive Director since April 24, 2020, and our chief development officer since June 1, 2020. Dr. HU is primarily responsible for participating in strategic planning and management of CMC and registration affairs.

Dr. HU has around 21 years of experience in pharmaceutical industry. From July 2006 to August 2018, he held positions including plant technique and registration group manager, registration and pharmaceutical department director, clinical development department director and internal audit department director in Santen Pharmaceutical (China) Co., Ltd., mainly responsible for clinical development compliance and other drug-related regulations and compliance.

Dr. HU obtained his doctorate degree in pharmacokinetics in March 2002 and his master’s degree in pharmaceutics in March 1999 from Kyoto Pharmaceutical University in Japan. He obtained his bachelor’s degree in pharmacy in Shenyang Pharmaceutical University in China (瀋陽藥科大學) in July 1996.

2. NON-EXECUTIVE DIRECTOR

Mr. Yanling CAO (“Mr. CAO”), aged 38, has been a non-executive Director since June 18, 2019.

Mr. CAO has over 12 years of experience in private equity investment and management. He served as a senior investment manager of General Atlantic LLC, a company primarily engaged in private equity and venture capital investment, and was responsible for development, execution and management of equity investment from December 2007 to January 2011. He is one of the founding members of Boyu Capital Group Management Ltd. since March 2011 and is currently serving as a partner, mainly responsible for investments in the healthcare industry. Mr. CAO served as a non-executive director of CStone Pharmaceuticals (基石藥業), a company whose shares are listed on the Stock Exchange (stock code: 2616), from April 2016 to March 2017 and has been a non-executive director since May 2019. From October 2016 to March 2021, Mr. CAO served as a non-executive director of Hygeia Healthcare Holdings Co., Limited (海吉亞醫療控股有限公司), a company whose shares are listed on the Stock Exchange (stock code: 6078). From April 2019 to March 2021, he served as a director of Gan & Lee Pharmaceuticals Co., Ltd., a company whose shares are listed on the Shanghai Stock Exchange (stock code: 603087). He served as a non-executive director of Antengene Corporation Limited (德琪醫藥有限公司), a company whose shares are listed on the Stock Exchange (stock code: 6996) from February 2019 to December 2021. From May 2020 to December 2021, he also served as an independent non-executive director of JW (Cayman) Therapeutics Co. Ltd., a company whose shares are listed on the Stock Exchange (stock code: 2126). He has been a non-executive director of Wuxi Biologics (Cayman) Inc. (藥明生物技術有限公司), a company whose shares are listed on the Stock Exchange (stock code: 2269), since May 2016, and a non-executive director of Viela Bio, Inc., a company whose shares are listed on NASDAQ (ticker symbol: VIE) since February 2018.

Mr. CAO obtained a bachelor’s degree in economics and mathematics from Middlebury College in the United States in May 2006.

3. INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yiran HUANG (“Mr. HUANG”), aged 67, has been an independent non-executive Director of the Company since June 23, 2020.

Mr. HUANG is currently a professor of urology, chief physician and doctoral supervisor of Renji Hospital (上海交通大學醫學院附屬仁濟醫院). He is also a leading committee member of the committee of urology of Shanghai Association of Social Medical Institutions (上海市社會醫療機構協會), a standing committee member of the urology branch of Chinese Medical Association (中華醫學會), and the founder of Yiran Education Foundation (翼然教育基金會). From May 2016 to December 2019, Mr. HUANG was the chairman of Shanghai International Medical Center (上海國際醫學中心). From June 2009 to January 2015, Mr. HUANG served as a vice chairman of the Renji Hospital.

Mr. HUANG obtained his master’s degree in urology from Shanghai Second Medical University (上海第二醫科大學) in July 1989. He graduated with a Bachelor of Medicine from Jiangxi Medical College (江西醫學院) in December 1982.

Mr. Zhenyu ZHANG (“Mr. ZHANG”), aged 46, has been an independent non-executive Director of the Company since April 8, 2022.

Mr. ZHANG, has more than 20 years of experience in legal and corporate compliance practice. He currently serves as the vice president responsible for legal, compliance and governmental affairs of Greater China region for The a2 Milk Company Limited, a public company dual listed on the New Zealand’s Exchange (stock code: ATM) and the Australian Securities Exchange (stock code: A2M), respectively. From October 2012 to February 2019, Mr. ZHANG served as the vice president responsible for legal, compliance and governmental affairs, and the general counsel as well as the chief compliance officer of Asia-Pacific region for Thermo Fisher Scientific Inc, a company whose securities are listed on the New York Stock Exchange (ticker symbol: TMO). From March 2011 to October 2012, he served as the senior legal counsel of merger and acquisition of Asia Pacific region for United Technologies Corporation. From April 2008 to March 2011, Mr. ZHANG served as a legal counsel and the chief compliance officer of Great China region for Sandoz AG, a company incorporated in Switzerland and a global research-based pharmaceutical and nutrition group. Prior to serving at Sandoz AG, Mr. ZHANG has consecutively acted as an in-house legal counsel for TOM Group Limited, Sony Music Entertainment China Ltd. and Shanghai Huahong (Group) Co., Ltd. (上海華虹(集團)有限公司). Mr. ZHANG has been an independent non-executive director of TANSI Global Food Group Co., Ltd (國際天食集團有限公司), a company whose shares are listed on the Stock Exchange (stock code: 3666), since May 2019.

Mr. ZHANG obtained a bachelor’s degree in law from East China University of Political Science and Law (華東政法大學) in 1998 and was awarded with a diploma in Beijing International MBA from Peking University in 2010.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Recommendations to the Board for the proposal for re-election of each of Dr. Zhaopeng HU, Mr. Yanling CAO, Mr. Yiran HUANG and Mr. Zhenyu ZHANG, as Directors were made by the Nomination Committee in accordance with the nomination policy and the nomination criteria, after having considered a range of diversity perspectives including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience as set out in the board diversity policy of the Company. The Nomination Committee had also taken into account of the respective contributions of Dr. Zhaopeng HU, Mr. Yanling CAO, Mr. Yiran HUANG and Mr. Zhenyu ZHANG to the Board and their commitment to their roles.

The Board would consider to enhance its diversity with different expertise when re-electing an independent non-executive Director. Mr. Yiran HUANG and Mr. Zhenyu ZHANG have confirmed their independence pursuant to Rule 3.13 of the Listing Rules. The Board considers Mr. Yiran HUANG and Mr. Zhenyu ZHANG are independent and can bring further contribution to the Board and its diversity.

Dr. Zhaopeng HU, being the executive Director, has entered into a service agreement with the Company on June 24, 2020. The initial term of his service agreement shall commence from the Listing Date and continue for a period of three years subject always to re-election as and when required under the Articles of Association, until terminated in accordance with the terms and conditions of the service agreement or by either party giving to the other not less than 30 days' prior notice in writing.

Mr. Yanling CAO, being the non-executive Director and Mr. Yiran HUANG, being the independent non-executive Director have entered into appointment letters with the Company on June 24, 2020. The initial term for their respective appointment letters shall commence from the Listing Date and continue for a period of three years subject to re-election as and when required under the Articles of Association, until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing.

Mr. Zhenyu ZHANG, the newly-appointed independent non-executive Director, has entered into an appointment letter with the Company on April 8, 2022. The initial term for his appointment letter shall commence from the date of appointment and continue for a period of three years subject to re-election as and when required under the Articles of Association or vacation from office pursuant to any applicable laws from time to time, until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing.

Save as disclosed above, none of the Directors has or is proposed to have entered into any service agreement or letter of appointment with any member of the Group (excluding agreements expiring or determinable by any member of the Group within one year without payment of compensation other than statutory compensation).

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Dr. Zhaopeng HU, being the executive Director, is not entitled to receive any remuneration in his capacity as an executive Director under his service agreement. Dr. Zhaopeng HU is entitled to an annual salary and discretionary bonus as a chief development officer of the Company which is determined by the Board with reference to his duties and responsibilities within the Group, the Company's remuneration policy and the performance of the Group. For the year ended December 31, 2021, Dr. Zhaopeng HU received salary and discretionary bonus in a total amount of RMB2,023,000. Mr. Yanling CAO, being the non-executive Director, is not entitled to receive any Director's fee for his term of appointment under his appointment letter. Mr. Yiran HUANG and Mr. Zhenyu ZHANG, being the independent non-executive Directors, are entitled to receive the Director's fee of HK\$200,000 per financial year for their terms of appointment under their appointment letters, respectively. Save as disclosed herein, each of Dr. Zhaopeng HU, Mr. Yanling CAO, Mr. Yiran HUANG and Mr. Zhenyu ZHANG are not entitled to any remuneration for the directorships held within the Group other than the Company.

As of the Latest Practicable Date, Dr. Zhaopeng HU had interests and/or short positions in 4,059,338 Shares or underlying Shares of the Company or its associated corporation (within the meaning of Part XV of the SFO), representing approximately 0.61% of the total Shares in issue.

Save as disclosed herein and as of the Latest Practicable Date, each of the above Directors did not have, and was not deemed to have any interests or short positions in any Shares, underlying Shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above and immediately preceding the Latest Practicable Date, each of the above Directors had not held any directorships in other listed public companies or any other major appointments and professional qualifications during the past three years, did not hold any other position with the Company or other members of the Group and did not have any other relationships with any of the other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning each of the Directors that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The following is an explanatory statement required by the Stock Exchange to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (i) the shares to be repurchased by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) all on market repurchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchase, and a copy of such resolution together with the necessary documentation have been delivered to the Stock Exchange in accordance with the Listing Rules.

2. SHARE CAPITAL

As of the Latest Practicable Date, the issued share capital of the Company comprised 666,743,175 Shares of nominal value of US\$0.00001 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 66,674,317 Shares which represent 10 per cent of the aggregate number of the Shares in issue during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting.

3. REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Cayman Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Act. The amount of premium over the par value of the Shares payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Cayman Companies Act.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full, it might not have a material adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as of December 31, 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. TAKEOVERS CODE

If as a result of a repurchase of the Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As of the Latest Practicable Date, to the best knowledge and belief of the Directors, 6 Dimensions Capital GP, LLC was the general partner of each of 6 Dimensions Capital and 6 Dimensions Affiliates. For the purpose of the SFO, 6 Dimensions Capital GP, LLC was deemed to be interested in a total of 126,200,000 Shares, representing approximately 18.93% of the issued Shares, of which (i) 119,890,000 Shares were held by 6 Dimensions Capital and (ii) 6,310,000 Shares were held by 6 Dimensions Affiliates, respectively.

As of the Latest Practicable Date, to the best knowledge and belief of the Directors, Suzhou Fuyan Venture Capital Management Partnership (Limited Partnership) (蘇州富沿創業投資管理合夥企業(有限合夥)) was the general partner of Suzhou Frontline II. Suzhou Tongyu Investment Management Partnership (Limited Partnership) (蘇州通毓投資管理合夥企業(有限合夥)) was the general partner of Suzhou 6 Dimensions. Suzhou Yunchang Investment Consulting Co., Ltd. (蘇州蘊長投資諮詢有限公司) was the general partner of each of Suzhou

Fuyan Venture Capital Management Partnership (Limited Partnership) (蘇州富沿創業投資管理合夥企業(有限合夥)) and Suzhou Tongyu Investment Management Partnership (Limited Partnership) (蘇州通毓投資管理合夥企業(有限合夥)), and was wholly held by Mr. Ziqing CHEN (陳梓卿). Mr. Ziqing CHEN (陳梓卿) is the father-in-law of Dr. Lian Yong CHEN, the chairman and non-executive Director of the Company. For the purpose of the SFO, (i) Suzhou Fuyan Venture Capital Management Partnership (Limited Partnership) (蘇州富沿創業投資管理合夥企業(有限合夥)) was deemed to have an interest in 88,340,000 Shares held by Suzhou Frontline II; (ii) Suzhou Tongyu Investment Management Partnership (Limited Partnership) (蘇州通毓投資管理合夥企業(有限合夥)) was deemed to have an interest in 37,860,000 Shares held by Suzhou 6 Dimensions; and (iii) each of Mr. Ziqing CHEN (陳梓卿) and Suzhou Yunchang Investment Consulting Co., Ltd. (蘇州蘊長投資諮詢有限公司) was deemed to be interested in a total of 126,200,000 Shares, representing approximately 18.93% of the issued Shares, of which (1) 88,340,000 Shares were held by Suzhou Frontline II and (2) 37,860,000 Shares were held by Suzhou 6 Dimensions, respectively.

In the event that the Directors should exercise in full the Repurchase Mandate, the interests of 6 Dimensions Capital GP, LLC and Mr. Ziqing CHEN (陳梓卿) will be increased to approximately 21.03%, respectively, of the issued share capital of the Company, and such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate. The Directors currently have no intention to repurchase Shares to such an extent that would give rise to such obligation under the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of the Company would be in public hands. The Directors do not have intention to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE COMPANY'S CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Memorandum and Articles of Association.

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the previous six months immediately prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

8. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of twelve months before the Latest Practicable Date were as follows:

| Month | Highest traded prices <i>HK\$</i> | Lowest traded prices <i>HK\$</i> |
|---|--|---|
| 2021 | | |
| May | 28.800 | 18.560 |
| June | 32.050 | 25.400 |
| July | 28.700 | 18.500 |
| August | 24.500 | 17.960 |
| September | 21.700 | 17.840 |
| October | 19.380 | 16.700 |
| November | 18.300 | 13.920 |
| December | 18.320 | 15.260 |
| 2022 | | |
| January | 17.960 | 11.220 |
| February | 11.980 | 8.560 |
| March | 10.460 | 7.970 |
| April (up to the Latest Practicable Date) | 10.200 | 8.570 |



Ocumension Therapeutics
歐康維視生物

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of Ocumension 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 on Friday, June 24, 2022 at 10:00 a.m. for considering and, if thought fit, passing, with or without amendments, 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 April 27, 2022.

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and auditor for the year ended December 31, 2021.
2. (a) To re-elect the following retiring Directors:
 - (i) Dr. Zhaopeng HU as an executive Director;
 - (ii) Mr. Yanling CAO as a non-executive Director;
 - (iii) Mr. Yiran HUANG as an independent non-executive Director; and
 - (iv) Mr. Zhenyu ZHANG as an independent non-executive Director;
- (b) To authorize the Board to fix the remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and authorize the Board to fix their remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or

similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) of this resolution above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the aggregate number of the shares of the Company in issue as of the date of passing this resolution and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:
 - (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting; and

(b) **“Rights Issue”** means an offer of shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Directors to holders of shares in the capital of the Company or any class thereof whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company).”

(B) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Listing Rules, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate number of the shares of the Company in issue, which may be repurchased by the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the aggregate number of the shares of the Company in issue as of the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iv) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (v) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.”
- (C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of the shares of the Company in issue which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of the shares of the Company in issue repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent of the aggregate number of the shares of the Company in issue as of the date of passing of this resolution.”

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

Hong Kong, April 27, 2022

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

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.

Notes:

- (i) Ordinary resolution numbered 4(C) will be proposed to the Shareholders for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the Shareholders.
- (ii) A shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting. On a poll, votes may be given either personally or by proxy. **The Company strongly recommends you to monitor the development of the situation with the novel coronavirus pneumonia (COVID-19) and to assess, based on the social distancing policies, the necessity for attending the above meeting in person, and the board of directors of the Company respectfully requests that, for the same reason, the shareholders to appoint the chairman of the above meeting as their proxy rather than a third party to attend and vote on their behalf at the above meeting (or any adjournment thereof).**
- (iii) In the case of joint holders, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. no later than 10:00 a.m. on Wednesday, June 22, 2022, Hong Kong time) or any adjournment thereof. The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The transfer books and register of members of the Company will be closed from Tuesday, June 21, 2022 to Friday, June 24, 2022, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, June 20, 2022.
- (vi) In respect of ordinary resolutions numbered 2(a) above, Dr. Zhaopeng HU, Mr. Yanling CAO, Mr. Yiran HUANG and Mr. Zhenyu ZHANG, shall retire at the meeting and being eligible, have offered themselves for re-election at the above meeting. Details of the above retiring Directors are set out in Appendix I to the accompanied circular dated April 27, 2022.
- (vii) In respect of the ordinary resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the Shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of ordinary resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of Shareholders. The explanatory statement containing the information necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated April 27, 2022.
- (ix) Taking into account of the recent development of the epidemic caused by COVID-19, the Company will implement the following prevention and control measures at the meeting against the epidemic to protect the Shareholders from the risk of infection:
 - (1) compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be permitted to access to the meeting venue;
 - (2) every Shareholder or proxy is required to wear surgical face mask throughout the meeting;
 - (3) no souvenirs will be provided at the meeting; and
 - (4) no refreshments will be served at the meeting.