

Please use this Application Form if you are an Eligible Employee of C-MER Eye Care Holdings Limited or any of its subsidiaries
如閣下為希瑪眼科醫療控股有限公司或其任何附屬公司的合資格僱員，請使用本申請表格

Staple your
payment
here
請將股款
緊釘在此

This Application Form uses the same terms as defined in the prospectus of C-MER Eye Care Holdings Limited (the "Company") dated 29 December 2017 (the "Prospectus").

本申請表格使用希瑪眼科醫療控股有限公司(「本公司」)於二零一七年十二月二十九日刊發的招股章程(「招股章程」)所界定的相同詞語。Neither this Application Form nor the Prospectus constitutes an offer to sell or the solicitation of an offer to buy any Hong Kong Offer Shares in any jurisdiction other than Hong Kong. The Hong Kong Offer Shares may not be offered or sold in the United States without registration or an exemption from registration under the U.S. Securities Act.

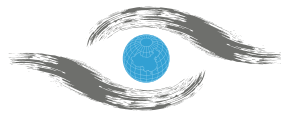
本申請表格及招股章程概不構成在香港以外任何司法權區的出售要約或游說購買任何香港發售股份的要約。若無根據美國證券法登記或豁免登記，則香港發售股份不得在美國提早發售或出售。

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction.

在任何根據當地法例不得發送、派發或複製本申請表格及招股章程的司法權區內，概不得發送、派發或複製(不論以任何方式，亦不論全部或部分)本申請表格及招股章程。

Copies of the Prospectus, all related Application Forms and the other documents specified in the paragraphs under "Documents Delivered to the Registrar of Companies in Hong Kong and Available for Public Inspection in Hong Kong" in Appendix V to the Prospectus have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), Hong Kong Securities Clearing Company Limited ("HKSCC"), the Securities and Futures Commission of Hong Kong (the "SFC") and the Registrar of Companies in Hong Kong take no responsibility for the contents of these documents.

招股章程、所有相關申請表格及招股章程附錄五「送呈香港公司註冊處處長及可供香港公眾查閱的文件」段落所述其他文件已遵照《公司(清盤及雜項條文)條例》(香港法例第32章)第342C條的規定送呈香港公司註冊處處長登記。香港交易及結算有限公司、香港聯合交易所有限公司(「聯交所」)、香港中央結算有限公司(「香港結算」)、香港證券及期貨事務監察委員會(「證監會」)及香港公司註冊處處長對此等文件的內容概不負責。



C-MER 希瑪

C-MER EYE CARE HOLDINGS LIMITED

希瑪眼科醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限責任公司)

Stock Code : 3309

股份代號 : 3309

Offer Price : Not more than HK\$2.90 for each Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)

發售價 : 每股發售股份不超過2.90港元，另加1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費(須於申請時以港元繳足及多繳股款可予退還)

You should read this Application Form in conjunction with the Prospectus, which contains further information on the application procedures.

招股章程尚有關於申請程序的其他資料，因此本申請表格應與招股章程一併閱讀。

Application Form 申請表格

Application will be accepted until 12:00 noon on Friday, 5 January 2018

截止接受申請時間：二零一八年一月五日(星期五)中午十二時正

To: C-MER Eye Care Holdings Limited
China Merchants Securities(HK) Co., Limited
Sole Global Coordinator
Hong Kong Underwriter

致：希瑪眼科醫療控股有限公司
招商證券(香港)有限公司
獨家全球協調人
香港包銷商

Applicants' declaration

I agree to the terms and conditions and application procedures in this Application Form and the Prospectus. Please refer to the section headed "Effect of completing and submitting this Application Form" in this Application Form.

申請人聲明

本人同意本申請表格及招股章程的條款及條件以及申請程序。請參閱本申請表格「填交本申請表格的效用」一節。

Only one application may be made by any person on a PINK Application Form (other than any application (if any) made on a WHITE or YELLOW Application Form or by way of giving electronic application instructions to HKSCC via CCASS). The following applications are liable to be rejected: multiple or suspected multiple applications on WHITE and/or YELLOW Application Form(s) or by way of giving electronic application instructions to HKSCC via CCASS; multiple or suspected multiple applications on PINK Application Form(s); applications made by an applicant under a PINK Application Form for more than 1,970,000 Employee Reserved Shares; and applications where cheques or banker's cashier orders are dishonoured upon their first presentation.

任何人士僅限以粉紅色申請表格(以白色或黃色申請表格或透過中央結算系統向香港結算發出電子認購指示(如有)除外)提出一次認購申請。倘出現下列情況，則有關認購申請將概不予受理：以白色及/或黃色申請表格或透過中央結算系統向香港結算發出電子認購指示提出重複或疑屬重複申請；以粉紅色申請表格提出重複或疑屬重複申請；一位申請人以粉紅色申請表格申請認購超過1,970,000股僱員預留股份；以及支票或銀行本票於首次過戶時不獲兌現。

Please use this Application Form if you are an Eligible Employee of C-MER Eye Care Holdings Limited or any of its subsidiaries
如閣下為希瑪眼科醫療控股有限公司或其任何附屬公司的合資格僱員，請使用本申請表格

Signed by the applicant:

由申請人簽署：

Date: 日期: / /
D日 M月 Y年

Number of Employee Reserved Shares applied for (not more than 1,970,000 shares — please see section overleaf headed “How to make your application”)

申請僱員預留股份數目(不超過1,970,000股股份，請參閱背頁「申請手續」一節)

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Total amount 總額

HK\$	港元
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Name in English (in BLOCK letters) 英文姓名/名稱(正楷)

Family name or company name 姓氏或公司名稱	Forename(s) 名字
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Name in Chinese 中文姓名/名稱

Family name or company name 姓氏或公司名稱	Forename(s) 名字
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Position in the Company or any of its subsidiaries in English
於本公司或其任何附屬公司的職位(以英文填寫)

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Hong Kong Identity Card No./Passport No.* (Please delete as appropriate) 香港身份證號碼/護照號碼*(請刪除不適用者)

--

Hong Kong address in English (in BLOCK letters) and telephone no. 香港地址(以英文正楷填寫)及電話號碼

Telephone No. 電話號碼

Your refund cheques and/or Share certificates will be sent to the Company on Friday, 12 January 2018 and the Company will arrange for onward transmission to you.

閣下的退款支票及/或股票將於二零一八年一月十二日(星期五)寄至本公司，本公司將安排轉交閣下。

Please see the sections overleaf headed “If your application for Employee Reserved Shares is successful (in whole or in part)” and “Refund of your application monies” for details of when, where and how to collect your Share certificate (where applicable) and/or refund cheque (if any).

有關領取股票(如適用)及/或退款支票(如有)的時間、地點及手續詳情，請參閱背頁「如閣下成功申請認購僱員預留股份(全部或部分)」及「退回申請股款」兩節。

*(1) To be completed by an individual applicant who is an Eligible Employee only. You must provide your Hong Kong Identity Card number or passport number. Your Hong Kong Identity Card number/passport number will be transferred to a third party for checking the validity of this application and such data would also be transferred to a third party for refund purpose.

只限為合資格僱員之個人申請人填寫。閣下須填寫香港身份證號碼或護照號碼。香港身份證號碼/護照號碼將轉交第三方以核實此申請的有效性，亦會轉交第三方作退款用途。

(2) Part of the Hong Kong Identity Card number/passport number of you may be printed on your refund cheque (if any). Your banker may require verification of your Hong Kong Identity Card number/passport number before you can cash your refund cheque.

退款支票(如有)上會印有閣下的香港身份證號碼/護照號碼的一部分。銀行兌現退款支票前或會要求查證閣下的香港身份證號碼/護照號碼。

ADDRESS LABEL 地址標貼

(Please repeat your name(s) and address in Hong Kong in BLOCK letters 請用英文正楷再次填寫姓名/名稱及香港地址)

Name 姓名
Address 地址

For Bank use 此欄供銀行使用
For Company use 此欄供公司使用

How to make your application

- Use the table below to calculate how much you must pay. Your application must be for a minimum of 2,000 Employee Reserved Shares and in one of the numbers set forth in the table, or your application will be rejected.

C-MER EYE CARE HOLDINGS LIMITED (Stock Code: 3309) (HK\$2.90 per HONG KONG Offer Share) NUMBER OF OFFER SHARES THAT MAY BE APPLIED FOR AND PAYMENTS					
No. of Employee Reserved Shares applied for	Amount payable on application HK\$	No. of Employee Reserved Shares applied for	Amount payable on application HK\$	No. of Employee Reserved Shares applied for	Amount payable on application HK\$
2,000	5,858.45	40,000	117,168.93	600,000	1,757,533.98
4,000	11,716.89	50,000	146,461.17	700,000	2,050,456.31
6,000	17,575.34	60,000	175,753.40	800,000	2,343,378.64
8,000	23,433.79	70,000	205,045.63	900,000	2,636,300.97
10,000	29,292.23	80,000	234,337.86	1,000,000	2,929,223.30
12,000	35,150.68	90,000	263,630.10	1,500,000	4,393,834.95
14,000	41,009.13	100,000	292,922.33	1,970,000 ⁽¹⁾	5,770,569.90
16,000	46,867.57	200,000	585,844.66		
18,000	52,726.02	300,000	878,766.99		
20,000	58,584.47	400,000	1,171,689.32		
30,000	87,876.70	500,000	1,464,611.65		

⁽¹⁾ Maximum number of Employee Reserved Shares you may apply for.

- Complete the form in English in BLOCK letters and sign it. Only written signatures will be accepted (and not by way of personal chop).
- Staple your cheque or banker's cashier order to the form. Each application for the Employee Reserved Shares must be accompanied by either one separate cheque or one separate banker's cashier order. Your application will be rejected if your cheque or banker's cashier order does not meet all the following requirements:

The cheque must:	Banker's cashier order must:
<ul style="list-style-type: none"> be in Hong Kong dollars; not be post-dated; be made payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED – C-MER EYE PUBLIC OFFER"; be crossed "Account Payee Only"; 	<ul style="list-style-type: none"> be issued by a licensed bank in Hong Kong, and have your name certified on the back by a person authorised by the bank. The name on the banker's cashier order must correspond with your name.
<ul style="list-style-type: none"> be drawn on your Hong Kong dollar bank account in Hong Kong; and show your account name, which must either be preprinted on the cheque, or be endorsed on the back by a person authorised by the bank. This account name must correspond with your name. 	

4. Tear off the Application Form, fold it once and return your completed Application Form (with cheque or banker's cashier order attached) to Suite 1535, Central Building, 1-3 Pedder Street, Hong Kong.
5. Your Application Form can be lodged at these times:

Friday, 29 December 2017 – 9:00 a.m. to 5:00 p.m.
Saturday, 30 December 2017 – 9:00 a.m. to 1:00 p.m.
Tuesday, 2 January 2018 – 9:00 a.m. to 5:00 p.m.
Wednesday, 3 January 2018 – 9:00 a.m. to 5:00 p.m.
Thursday, 4 January 2018 – 9:00 a.m. to 5:00 p.m.
Friday, 5 January 2018 – 9:00 a.m. to 12:00 noon

6. The latest time for lodging your application is 12:00 noon on Friday, 5 January 2018. The application lists will be open between 11:45 a.m. and 12:00 noon on that day, subject only to the weather conditions, as described in the section headed "How to Apply for our Hong Kong Offer Shares and Employee Reserved Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

The application for the Hong Kong Offer Shares will commence on Friday, 29 December 2017 through Monday, 8 January 2018, being longer than normal market practice of four days. The application monies (including the brokerage fees, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving bank on behalf of the Company after the closing of the Application Lists and the refund monies, if any, will be returned to the applicants without interest on Friday, 12 January 2018. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Monday, 15 January 2018.

Sample

如閣下為希瑪眼科醫療控股有限公司或其任何附屬公司的合資格僱員，請使用本申請表格

申請手續

1. 使用下表計算閣下應付的款項。閣下申請認購的股數須至少為2,000股僱員預留股份，並為下表所列的其中一個數目，否則恕不受理。

希瑪眼科醫療控股有限公司 (股份代號：3309) (每股香港發售股份2.90港元) 可供申請認購發售股份數目及應繳款項					
申請認購的 僱員預留 股份數目	申請時 應繳款項 港元	申請認購的 僱員預留 股份數目	申請時 應繳款項 港元	申請認購的 僱員預留 股份數目	申請時 應繳款項 港元
2,000	5,858.45	40,000	117,168.93	600,000	1,757,533.98
4,000	11,716.89	50,000	146,461.17	700,000	2,050,456.31
6,000	17,575.34	60,000	175,753.40	800,000	2,343,378.64
8,000	23,433.79	70,000	205,045.63	900,000	2,636,300.97
10,000	29,292.23	80,000	234,337.86	1,000,000	2,929,223.30
12,000	35,150.68	90,000	263,630.10	1,500,000	4,393,834.95
14,000	41,009.13	100,000	292,922.33	1,970,000 ⁽¹⁾	5,770,569.90
16,000	46,867.57	200,000	585,844.66		
18,000	52,726.02	300,000	878,766.99		
20,000	58,584.47	400,000	1,171,689.32		
30,000	87,876.70	500,000	1,464,611.65		

⁽¹⁾ 閣下可申請認購的僱員預留股份最高數目。

2. 以英文**正楷**填妥及簽署表格。只接納親筆簽名(不得以個人印章代替)。
3. 閣下須將支票或銀行本票釘於表格上。每份僱員預留股份申請須附一張獨立開出支票或一張獨立開出銀行本票。支票或銀行本票必須符合以下所有規定，否則有關認購申請將不獲接納：

支票必須：	銀行本票必須：
<ul style="list-style-type: none">• 為港元支票；• 不得為期票；• 註明抬頭人為「中國銀行(香港)代理人有限公司－希瑪眼科公開發售」；• 劃線註明「只准入抬頭人賬戶」；	<ul style="list-style-type: none">• 須由香港持牌銀行開出，並由有關銀行授權的人士在銀行本票背面簽署核證閣下姓名／名稱。銀行本票所示姓名／名稱須與閣下姓名／名稱相同。

如閣下為希瑪眼科醫療控股有限公司或其任何附屬公司的合資格僱員，請使用本申請表格

- 請撕下申請表格，對摺一次，然後將填妥的申請表格(連同支票或銀行本票)遞交至香港畢打街1-3號中建大廈1535室。
- 閣下可於下列時間遞交申請表格：

二零一七年十二月二十九日(星期五) - 上午九時正至下午五時正
二零一七年十二月三十日(星期六) - 上午九時正至下午一時正
二零一八年一月二日(星期二) - 上午九時正至下午五時正
二零一八年一月三日(星期三) - 上午九時正至下午五時正
二零一八年一月四日(星期四) - 上午九時正至下午五時正
二零一八年一月五日(星期五) - 上午九時正至中午十二時正

- 閣下遞交申請的最後時間為二零一八年一月五日(星期五)中午十二時正。本公司將於當日上午十一時四十五分至中午十二時正開始辦理申請登記，惟須視乎當日的天氣情況而定(詳見招股章程「如何申請香港發售股份及僱員預留股份-10.惡劣天氣對辦理申請登記的影響」一節)。

香港發售股份申請將會自二零一七年十二月二十九日(星期五)起直至二零一八年一月八日(星期一)止，較一般市場慣例四天長。申請款項(包括經紀佣金、證監會交易徵費及聯交所交易費)將於截止辦理申請登記後由收款銀行代表本公司持有，且退款金額(如有)將於二零一八年一月十二日(星期五)不計利息退還予申請人。投資者務請注意，預期股份將於二零一八年一月十五日(星期一)於聯交所開始買賣。

Sample



C-MER 希瑪

C-MER EYE CARE HOLDINGS LIMITED

希瑪眼科醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Conditions of your application

A. Who can apply

1. You must be 18 years of age or older and must have a Hong Kong address.
2. You must be a holder of a Hong Kong Identity Card.
3. You must be an **Eligible Employee** of the Group. **Eligible Employee** means any full-time employee of our Group who joined our Group on or before the Latest Practicable Date and who: (a) is at least 18 years of age; (b) has a Hong Kong address and is a holder of Hong Kong Identity Card; (c) remains as a full-time employee of the Group, and is not on probation, as of the Latest Practicable Date; (d) has not tendered resignation or been given notice of termination of employment for any reason other than redundancy or retirement on or before the Latest Practicable Date; (e) is not the chief executive or directors of any member of the Group or a close associate of such chief executive or directors; (f) is neither an, nor an associate of an, existing beneficial owner of Shares or of shares of any of our subsidiaries; and (g) is not a connected person of the Company.
4. You must apply as an individual. Joint applications will not be accepted.
5. You cannot apply for any Hong Kong Offer Shares if you:
 - are an existing beneficial owner of Shares in our Company or an associate or a close associate (as defined in the Listing Rules) of an existing beneficial owner of Shares in our Company;
 - are a connected person or a core connected person (as defined in the Listing Rules) of our Company or will become a connected person or a core connected person of our Company immediately upon completion of the Global Offering;
 - are a natural person of the PRC; or
 - are a United States person or a person who is within the United States (both terms as defined under the Regulation S).

B. Lodge only one application for your benefit

Multiple applications or suspected multiple applications will be rejected. All of your applications will be rejected as multiple applications if you make more than one application for Employee Reserved Shares.

Eligible Employees who have applied for Employee Reserved Shares on a **PINK** Application Form may also make an application for Hong Kong Offer Shares under the Hong Kong Public Offering on a **WHITE** or **YELLOW** Application Form, or give electronic application instructions to HKSCC.

Eligible Employees will receive no preference as to entitlement or allocation in respect of such further application for Hong Kong Offer Shares.

C. Allocation of Employee Reserved Shares

In order to enable Eligible Employees to participate in the Global Offering on a preferential basis as to allocation only, Eligible Employees are being invited to apply for a maximum of 1,970,000 Employee Reserved Shares, subject to the terms and conditions set forth in the Prospectus and this Application Form. The Employee Reserved Shares are being offered out of the Hong Kong Public Offering but are not subject to the clawback mechanism as set forth in the section headed “Structure and Conditions of the Global Offering – The Hong Kong Public Offering – Reallocation and clawback” in the Prospectus. The Employee Reserved Shares are available for subscription by the Eligible Employees on a preferential basis.

Allocation of the Employee Reserved Shares under the Employee Preferential Offering will be based on the written guidelines distributed to the Eligible Employees which are consistent with the allocation guidelines contained in Practice Note 20 of the Listing Rules. The allocation of the Employee Reserved Shares under the Employee Preferential Offering will in any event be made on an equitable basis and will not be based on the identity, the seniority, the length of service or the work performance of the Eligible Employees. No favour will be given to the Eligible Employees who apply for a large number of Employee Reserved Shares. Eligible Employees applying for Employee Reserved Shares will be subject to an allocation basis that is based on the level of valid applications received. The allocation basis will be determined by our Company’s Hong Kong Share Registrar based on the level of valid applications received under the Employee Preferential Offering and the number of Employee Reserved Shares validly applied for within each application tier. The allocation basis will be consistent with the allocation basis commonly used in the case of oversubscriptions in public offerings in Hong Kong, where a higher allocation percentage will be applied in respect of smaller applications of Employee Reserved Shares. Any application made on this Application Form for more than 1,970,000 Employee Reserved Shares will be rejected.

Any Employee Reserved Shares not subscribed for by the Eligible Employees under the Employee Preferential Offering will be available for subscription by members of the public in Hong Kong under the Hong Kong Public Offering after the reallocation as described above and in the paragraphs under “The Hong Kong Public Offering” in the section headed “Structure and Conditions of the Global Offering” in the Prospectus.

D. Effect of completing and submitting this Application Form

By completing and submitting this Application Form, you:

- warrant that you are an Eligible Employee;
- undertake to execute all relevant documents and instruct and authorise the Company and/or the Sole Global Coordinator (or their agents or nominees), as agent of the Company, to execute any documents for you and to do on your behalf all things necessary to register any Employee Reserved Shares allocated to you in your name as required by the Articles;
- agree to comply with the Companies Law, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Memorandum and the Articles;
- confirm that you have read the terms and conditions and application procedures set forth in the Prospectus and in this Application Form and agree to be bound by them;
- confirm that you have received and read the Prospectus and have relied only on the information and representations contained in the Prospectus in making your application and will not rely on any other information or representations, except those in any supplement to the Prospectus;
- confirm that you are aware of the restrictions on the Global Offering;
- agree that none of the Company, the Sole Global Coordinator, the Underwriter, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Global Offering is or will be liable for any information and representations not in the Prospectus (and any supplement to it);
- agree to disclose to the Company, the Hong Kong Share Registrar, the receiving bank, the Sole Global Coordinator, the Underwriter and/or their respective advisers and agents any personal data which they may require about you and the person(s) for whose benefit you have made the application;
- if the laws of any place outside Hong Kong apply to your application, agree and warrant that you have complied with all such laws and none of the Company, the Sole Global Coordinator and the Underwriter nor any of their respective officers or advisers will breach any law outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in the Prospectus and this Application Form;
- agree that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- agree that your application will be governed by the laws of Hong Kong;
- represent, warrant and undertake that (i) you understand that the Employee Reserved Shares have not been and will not be registered under the U.S. Securities Act and (ii) you are outside the United States (as defined in Regulation S) when completing this Application Form or are a person described in paragraph (h) (3) of Rule 902 of Regulation S;
- warrant that the information you have provided is true and accurate;
- agree to accept the Employee Reserved Shares applied for, or any lesser number allocated to you under the application;
- authorise the Company to place your name on the Company's register of members as the holder of any Hong Kong Offer Shares allocated to you, and the Company and/or its agents to send any Share certificate and/or any refund cheque to you by ordinary post at your own risk to the address stated on the application or as otherwise notified by you to the Company;

- declare and represent that this is the only application made by you on a **PINK** Application Form; and
- understand that the Company, the Directors and the Sole Global Coordinator will rely on your declarations and representations in deciding whether or not to make any allotment of any of the Employee Reserved Shares to you and that you may be prosecuted for making a false declaration.

E. Power of attorney

No application will be accepted if it is made by a person under a power of attorney.

Determination of Offer Price and allocation of Employee Reserved Shares

The Offer Price is expected to be fixed on or around Monday, 8 January 2018 and, in any event, no later than Friday, 12 January 2018. Applicants are required to pay the maximum Offer Price of HK\$2.90 for each Employee Reserved Share together with 1% brokerage fee, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee. If the Offer Price is not agreed between the Company and the Sole Global Coordinator and Sole Bookrunner (acting in such capacity and as the Underwriter) by Friday, 12 January 2018, the Global Offering will not proceed and will lapse.

Applications for Employee Reserved Shares will not be processed and no allotment of any Employee Reserved Shares will be made until the Application Lists close.

Publication of results

The Company expects to announce the final Offer Price, the level of indication of interest in the International Offering, the level of applications under the Hong Kong Public Offering and the Employee Preferential Offering and the basis of allocation of the Hong Kong Offer Shares and Employee Reserved Shares on Friday, 12 January 2018 on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.cmereye.com. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Hong Kong Public Offering and the Employee Preferential Offering will be available on the above websites.

If your application for Employee Reserved Shares is successful (in whole or in part)

Your refund cheque and/or Share certificate will be sent to the Company on Friday, 12 January 2018 and the Company will arrange for onward transmission to you.

Refund of your application monies

If you do not receive any Employee Reserved Shares or if your application is accepted only in part, the Company will refund to you your application monies, or the appropriate portion thereof, together with the related 1% brokerage fee, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee, without interest. If the Offer Price is less than the maximum Offer Price, the Company will refund to you the surplus application monies together with the related 1% brokerage fee, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee, without interest.

The refund procedures are stated in the paragraphs under "14. Despatch/Collection of Share certificates and refund monies" in the section headed "How to Apply for our Hong Kong Offer Shares and Employee Reserved Shares" in the Prospectus.



C-MER 希瑪

C-MER EYE CARE HOLDINGS LIMITED

希瑪眼科醫療控股有限公司

(於開曼群島成立的有限責任公司)

全球發售

申請條件

甲. 可提出申請的人士

- 閣下必須年滿18歲且擁有香港地址。
- 閣下必須持有香港身份證。
- 閣下必須為本集團的合資格僱員。合資格僱員指於最後實際可行日期或之前加入本集團並(a)至少年滿18歲；(b)有香港地址及持有香港身份證；(c)於最後實際可行日期仍為本集團全職僱員及並非在試用期；(d)於最後實際可行日期或之前尚未辭職或並無因任何理由(裁員或退休除外)被通知終止僱用；(e)並非本集團任何成員公司的最高行政人員或董事或最高行政人員或董事的緊密聯繫人；(f)並非股份或任何我們附屬公司股份的現有實益擁有人或其聯繫人；及(g)並非本公司的關連人士的本集團任何全職僱員。
- 閣下必須以個人身份申請。聯名申請將不獲受理。
- 下列人士不得申請任何香港發售股份：
 - 本公司股份的現有實益擁有人或本公司股份現有實益擁有人的聯繫人或緊密聯繫人(定義見上市規則)；
 - 本公司的關連人士或核心關連人士(定義見上市規則)或於緊隨全球發售完成後將成為本公司的關連人士或核心關連人士；
 - 中國自然人；或
 - 美籍人士或身處美國境內的人士(兩者定義見S規例)。

乙. 僅可為閣下本身利益提交一項申請

重複申請或疑屬重複申請概不獲受理。如閣下提出超過一項僱員預留股份申請則閣下所有申請將被視為重複申請而不獲受理。

合資格僱員如已以粉紅色申請表格申請僱員預留股份，亦可以白色或黃色申請表格或向香港結算發出電子認購指示申請香港公開發售項下的香港發售股份。

合資格僱員進一步申請香港發售股份時，不再獲優先配額或分配。

丙. 僱員預留股份的分配

為確保合資格僱員僅於分配方面按優先基準參與全球發售，合資格僱員獲邀申請最多1,970,000股僱員預留股份，且受限於招股章程及本申請表格所載條款及條件。僱員預留股份乃自香港公開發售中撥出以供提呈發售，惟不受招股章程「全球發售的架構及條件—香港公開發售—重新分配及回補」所載的撥回機制所限。僱員預留股份可供合資格僱員優先認購。

根據僱員優先發售分配僱員預留股份將以派發予合資格僱員的書面指引為基準，有關指引與上市規則第20項應用指引所載分配指引相符。根據僱員優先發售分配僱員預留股份於任何情況下將按公平基準作出，而不會基於合資格僱員的身份、資歷、服務年期或工作表現進行。概不會對申請大額僱員預留股份的合資格僱員給予優待。申請僱員預留股份的合資格僱員須基於所接獲有效申請水平按分配基準分配。分配基準會由本公司香港證券登記處按僱員優先發售所接獲的有效申請水平以及每個申請組別中有效申請的僱員預留股份數目釐定。分配基準將與在香港進行公開發售獲超額認購的情況下所通用的分配基準一致(即申請的僱員預留股份數目較少可獲較高的分配比例)。以本申請表格認購超過1,970,000股僱員預留股份的任何申請將不獲受理。

按上文及招股章程「全球發售的架構及條件」一節「香港公開發售」段落所述，重新分配後，僱員優先發售中未獲合資格僱員認購的任何僱員預留股份將可根據香港公開發售供香港公眾人士認購。

丁. 填交本申請表格的效用

一經填妥及遞交本申請表格，即表示閣下：

- 保證閣下為合資格僱員；
- 承諾簽署所有相關文件，並指示及授權本公司及／或獨家全球協調人(或其代理人或代名人)(作為本公司的代理人)為按照細則的規定為閣下簽署任何文件及代表閣下進行一切必要事宜，將閣下獲分配的任何僱員預留股份以閣下名義登記；
- 同意將遵守公司法、公司條例、公司(清盤及雜項條文)條例、大綱及細則；
- 確認閣下已細閱招股章程及本申請表格所載的條款及條件及申請程序，並同意受其約束；
- 確認閣下已收到及細閱招股章程，並僅依賴招股章程所載的資料及陳述提出閣下的申請，而並無依賴招股章程任何補充文件以外的任何其他資料或陳述；
- 確認閣下已知悉有關全球發售的限制；
- 同意本公司、獨家全球協調人、包銷商、彼等各自的董事、高級職員、僱員、合夥人、代理、顧問及參與全球發售的任何其他各方均不會或將不會對招股章程(及其任何補充文件)所載之外的任何資料及陳述負責；
- 同意向本公司、香港證券登記處、收款銀行、獨家全球協調人、包銷商及／或彼等各自的顧問及代理披露彼等所需有關閣下及閣下為其利益提出申請的人士的任何個人資料；
- 若香港以外任何地區的法例適用於閣下的申請，則閣下同意及保證閣下已遵守所有有關法例，且本公司、獨家全球協調人及包銷商以及彼等各自的高級人員或顧問將不會因接納閣下的購買要約或因閣下於招股章程及本申請表格所載條款及條件項下的權利與義務所引申的任何行動而違反香港以外地區的任何法例；
- 同意閣下的申請一經獲接納，即不得因無意的失實陳述而撤銷；
- 同意閣下的申請將受香港法例規管；
- 聲明、保證及承諾(i)閣下明白僱員預留股份並無亦不會根據美國證券法登記，以及(ii)在填寫本申請表格時，閣下身處美國境外(定義見S規例)，或屬S規例第902條第(h)(3)段所述的人士；
- 保證閣下所提供的資料真實準確；
- 同意接納所申請數目或根據申請分配予閣下的較少數目的僱員預留股份；
- 授權本公司將閣下的姓名／名稱列入本公司股東名冊，作為閣下獲分配任何香港發售股份的持有人，並授權本公司及／或其代理將任何股票及／或任何退款支票以普通郵遞方式按申請所示地址寄予閣下或閣下另行通知本公司之地址，郵誤風險概由閣下自行承擔；

- 聲明及表示此乃閣下以粉紅色申請表格提出的唯一申請；及
- 明白本公司、董事及獨家全球協調人在決定是否向閣下分配任何僱員預留股份時將依賴閣下的聲明及陳述，閣下如作出虛假聲明，或會遭檢控。

戊. 授權書

任何人士根據授權書提出的申請概不受理。

釐定發售價及僱員預留股份的分配

預期發售價將於二零一八年一月八日(星期一)或前後釐定，惟無論如何不遲於二零一八年一月十二日(星期五)。申請人須繳付最高發售價每股僱員預留股份2.90港元，另加1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費。倘本公司與獨家全球協調人及獨家賬簿管理人(以該身份行事及作為包銷商)並無於二零一八年一月十二日(星期五)之前就發售價達成協議，全球發售將不會進行並將告失效。截止登記認購申請前，概不處理僱員預留股份的申請或配發任何僱員預留股份。

公佈結果

本公司預期於二零一八年一月十二日(星期五)在聯交所網站 www.hkexnews.hk 及本公司網站 www.cmereye.com 刊登有關最終發售價、國際發售的認購踴躍程度、香港公開發售及僱員優先發售申請水平及香港發售股份及僱員預留股份的分配基準的公佈。香港公開發售及僱員優先發售的分配結果及獲接納申請人的香港身份證／護照／香港商業登記號碼(如適用)亦將於上述網站公佈。

如閣下成功申請認購僱員預留股份(全部或部分)

閣下的退款支票及／或股票將於二零一八年一月十二日(星期五)寄至本公司，本公司將安排轉交閣下。

退回申請股款

若閣下未獲分配任何僱員預留股份或申請僅部分獲接納，本公司將不計利息退還閣下的申請股款或其適當部分連同相關的1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費。如最終釐定的發售價低於最高發售價，本公司將不計利息退還多收申請股款連同相關的1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費。

有關退款手續載於招股章程「如何申請香港發售股份及僱員預留股份」一節中的「14.發送／領取股票及退回股款」段落。

Personal data

Personal information collection statement

This Personal information collection statement informs the applicant for, and holder of, Hong Kong Offer Shares, of the policies and practices of the Company and the Hong Kong Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “**Ordinance**”).

1. Reasons for the collection of your personal data

It is necessary for applicants and registered holders to supply correct personal data to the Company or its agents and the Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Share Registrar.

Failure to supply the requested data may result in your application for securities being rejected, or in delay or the inability of the Company or the Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of the Hong Kong Offer Shares which you have successfully applied for and/or the despatch of Share certificate(s) and/or refund cheque(s) to which you are entitled.

It is important that securities holders inform the Company and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

2. Purposes

The personal data of the securities holders may be held, processed and/or stored (by whatever means) for the following purposes:

- processing your application and refund cheque, where applicable, verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocation of the Hong Kong Offer Shares;
- compliance with applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of securities holders including, where applicable, HKSCC Nominees;
- maintaining or updating the register of securities holders of the Company;
- verifying securities holders’ identities;
- establishing benefit entitlements of securities holders of the Company, such as dividends, rights issues and bonus issues;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and shareholder profiles;
- disclosing relevant information to facilitate claims on entitlements; and

- any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Share Registrar to discharge their obligations to securities holders and/or regulators and/or any other purposes to which the securities holders may from time to time agree.

3. Transfer of personal data

Personal data held by the Company and the Hong Kong Share Registrar relating to the securities holders will be kept confidential but the Company and the Hong Kong Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose or transfer (whether within or outside Hong Kong) the personal data to any of the following:

- the Company’s appointed agents such as financial advisers, receiving bank and overseas principal share registrar;
- where applicants for securities request a deposit into CCASS, HKSCC or HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company or the Hong Kong Share Registrar in connection with their respective business operation;
- the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations; and
- any persons or institutions with which the securities holders have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers etc.

4. Retention of personal data

The Company and the Hong Kong Share Registrar will keep the personal data of the applicants and holders of securities for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

5. Access to and correction of personal data

Securities holders have the right to ascertain whether the Company or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. The Company and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of such requests.

All requests for access to data or correction of data should be addressed to us, at our registered address disclosed in the section headed “Corporate Information” of the Prospectus or as notified from time to time, for the attention of the company secretary, or the Hong Kong Share Registrar for the attention of the privacy compliance officer.

By signing an Application Form or by giving electronic application instructions to HKSCC, you agree to all of the above.

個人資料

個人資料收集聲明

此項個人資料收集聲明是向香港發售股份的申請人及持有人說明本公司及香港證券登記處有關個人資料及《個人資料(私隱)條例》(香港法例第486章)(《條例》)方面的政策及常規。

1. 收集閣下個人資料的原因

申請人及登記持有人以本身名義申請證券或轉讓或受讓證券時或尋求香港證券登記處的服務時，必須向本公司或其代理及香港證券登記處提供準確個人資料。

未能提供所要求的資料可能會導致閣下的證券申請被拒或延遲，或本公司或香港證券登記處無法進行過戶或以其他方式提供服務。此舉亦可能妨礙或延遲登記或轉讓閣下已成功申請的香港發售股份及／或寄發閣下應得的股票及／或退款支票。

證券持有人所提供的個人資料如有任何錯誤，須立即通知本公司及香港證券登記處。

2. 用途

證券持有人的個人資料可作以下用途及以任何方式持有、處理及／或保存：

- 處理閣下的申請及退款支票(如適用)、核實是否符合本申請表格及招股章程載列的條款與申請手續以及公佈香港發售股份的分配結果；
- 遵守香港及其他地區的適用法例及法規；
- 以證券持有人(包括香港結算代理人(如適用))的名義登記新發行證券或轉讓或受讓證券；
- 存置或更新本公司的證券持有人名冊；
- 核實證券持有人身份；
- 確定本公司證券持有人的受益權利，例如股息、供股及紅股等；
- 分發本公司及其附屬公司的通訊；
- 編製統計數據及股東資料；
- 披露有關資料以便就權益提出申索；及

- 與上述者有關的任何其他附帶或相關用途及／或讓本公司及香港證券登記處能履行對證券持有人及／或監管機構承擔的責任及／或證券持有人不時同意的任何其他用途。

3. 轉交個人資料

本公司及香港證券登記處會對所持有關證券持有人的個人資料保密，但本公司及香港證券登記處可在作上述任何用途屬必要之情況下，向下列任何人士披露或轉交(不論在香港境內或境外)有關個人資料：

- 本公司委任的代理，例如財務顧問、收款銀行及主要海外股份過戶登記處；
- 如證券申請人要求將證券存於中央結算系統、香港結算或香港結算代理人，彼等將會就中央結算系統的運作使用有關個人資料；
- 向本公司或香港證券登記處提供與其各自業務運作有關的行政、電訊、電腦、付款或其他服務的任何代理、承辦商或第三方服務供應商；
- 聯交所、證監會及任何其他法定監管機關或政府部門或法例、規則或法規另行規定者；及
- 證券持有人與之有業務往來或擬有業務往來的任何人士或機構，例如彼等的銀行、律師、會計師或股票經紀等。

4. 保留個人資料

本公司及香港證券登記處將按收集個人資料所需的用途保留證券申請人及持有人的個人資料。無需保留的個人資料將會根據《條例》銷毀或處理。

5. 查閱及更正個人資料

證券持有人有權確定本公司或香港證券登記處是否持有其個人資料，並有權索取有關資料的副本及更正任何不準確資料。本公司及香港證券登記處有權就處理任何該等要求合理費用。

所有查閱資料或更正資料的要求應按招股章程「公司資料」一節所披露或不時通知的本公司註冊地址送交公司秘書，或向香港證券登記處的私隱事務主任提出。

閣下簽署申請表格或向香港結算發出電子認購指示，即表示同意上述各項。