
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, 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 EuroEyes International Eye Clinic Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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The logo for EuroEyes, featuring the word "EuroEyes" in white sans-serif font on a dark blue rectangular background.

EuroEyes International Eye Clinic Limited **德視佳國際眼科有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1846)

- (1) GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES;**
(2) DECLARATION AND PAYMENT OF A FINAL DIVIDEND;
(3) RE-ELECTION OF RETIRING DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of EuroEyes International Eye Clinic Limited to be held at Pacific Room, 16/F, Tower 5, The Gateway, Harbour City, 15 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 2 June 2022 at 4:00 p.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.euroeyes.hk>).

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. not later than 4:00 p.m. on Tuesday, 31 May 2022) or any adjournment thereof (as the case may be). **Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.**

References to time and dates in this circular are to Hong Kong time and dates.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the coronavirus disease 2019 ("COVID-19"), the following precautionary measures will be implemented at the annual general meeting:

- (1) Compulsory temperature screening/checks;**
- (2) Wearing of surgical face mask; and**
- (3) No provision of refreshments or drinks.**

Attendees who do not comply with the precautionary measures (1) and (2) above may be denied entry to the annual general meeting venue, at the absolute discretion of the Company as permitted by the laws of Hong Kong.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the annual general meeting by appointing the chairman of the annual general meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the annual general meeting in person.

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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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| “AGM” or “Annual General Meeting” | an annual general meeting of the Company to be convened and held at Pacific Room, 16/F, Tower 5, The Gateway, Harbour City, 15 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 2 June 2022 at 4:00 p.m. or any adjournment thereof, the notice of which is set out on pages 18 to 22 of this circular |
| “Articles” | the articles of association of the Company, as amended, supplemented or otherwise modified from time to time, and “Article” shall mean an article of the articles of association of the Company |
| “Audit Committee” | the audit committee of the Board |
| “Board” | the board of Directors |
| “close associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Company” | EuroEyes International Eye Clinic Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange |
| “Companies Ordinance” | the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| “connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |

DEFINITIONS

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| “Issuance Mandate” | a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate |
| “Latest Practicable Date” | 21 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Memorandum” | the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time |
| “Nomination Committee” | the nomination committee of the Board |
| “PRC” or “China” | The People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “Remuneration Committee” | the remuneration committee of the Board |
| “Repurchase Mandate” | a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| “Share(s)” | the ordinary share(s) of US\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | the holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

DEFINITIONS

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| “subsidiaries” | a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance) of the Company |
| “Takeovers Code” | the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs |
| “US\$” | United States dollars, the lawful currency of the United States of America |
| “USA” | the United States of America |
| “%” | per cent. |

LETTER FROM THE BOARD

EuroEyes

EuroEyes International Eye Clinic Limited
德視佳國際眼科有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1846)

Executive Directors:

Dr. Jørn Slot Jørgensen (*Chairman*)
Dr. Markus Braun
Dr. Ralf-Christian Lerche
Mr. Jannik Jonas Slot Jørgensen

Non-executive Director:

Mr. Marcus Huascar Bracklo

Independent Non-executive Directors:

Mr. Hans Helmuth Hennig
Mr. Philip Duncan Wright
Ms. Katherine Rong Xin

Registered Address:

4/F, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Corporate Headquarters:

Valentinskamp 90
20355 Hamburg
Germany

*Principal Place of Business
in Hong Kong:*

Suite A155, 16/F, Tower 5
The Gateway, Harbour City
15 Canton Road, Tsim Sha Tsui
Kowloon, Hong Kong

29 April 2022

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES;**
(2) DECLARATION AND PAYMENT OF A FINAL DIVIDEND;
(3) RE-ELECTION OF RETIRING DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM in respect of, among other matters, (i) the granting to the Directors of the Issuance Mandate and the Repurchase Mandate; (ii) the declaration and payment of a final dividend; and (iii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 21 May 2021, the Shareholders passed an ordinary resolution to grant a general mandate to the Directors to exercise the powers of the Company to issue Shares. Such mandate will lapse at the conclusion of the AGM. The Directors propose to seek the approval of the Shareholders for the resolution approving the Issuance Mandate to be proposed at the AGM.

As at the Latest Practicable Date, the total number of Shares in issue was 333,240,000 Shares. Subject to the passing of the ordinary resolution approving the Issuance Mandate and on the basis that no further Shares will be issued prior to the AGM, the Company will be allowed under the resolution approving the Issuance Mandate to issue a maximum of 66,648,000 Shares, representing 20% of the total number of Shares in issue as at the Latest Practicable Date. The Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolution no. 5 of the notice of the AGM. The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the total number of Shares permitted to be allotted and issued under the Issuance Mandate by those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

Details of the Issuance Mandate and the extension of the Issuance Mandate are set out in ordinary resolutions as referred to in resolutions no. 5 and no. 7, respectively of the notice of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 21 May 2021, the Shareholders passed an ordinary resolution to grant a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. The Directors propose to seek the approval of the Shareholders for the resolution approving the Repurchase Mandate to be proposed at the AGM.

As at the Latest Practicable Date, the total number of Shares in issue was 333,240,000 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of the AGM will be 33,324,000 Shares, representing 10% of the total number of Shares in issue as at the Latest Practicable Date. The Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolution no. 6 of the notice of the AGM.

LETTER FROM THE BOARD

An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement is to provide information reasonably necessary to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

DECLARATION AND PAYMENT OF A FINAL DIVIDEND

The Board has resolved to recommend the declaration and payment of a final dividend of HK\$0.09932 per Share for the year ended 31 December 2021 subject to approval by the Shareholders at the AGM. The final dividend, if approved by the Shareholders at the AGM, will be paid on or about Friday, 24 June 2022 to those Shareholders whose names appear on the register of members of the Company on Friday, 10 June 2022. For details on closure of the register of members of the Company for entitlement to the final dividend, please refer to the paragraph headed “Book Closure in respect of the Shareholders’ Entitlement to Final Dividend and Final Dividend Payment Date” below.

RE-ELECTION OF RETIRING DIRECTORS

As at the date of this circular, the Board comprises eight Directors, namely Dr. Jørn Slot Jørgensen, Dr. Markus Braun, Dr. Ralf-Christian Lerche, Mr. Jannik Jonas Slot Jørgensen, Mr. Marcus Huascar Bracklo, Mr. Hans Helmuth Hennig, Mr. Philip Duncan Wright and Ms. Katherine Rong Xin.

Pursuant to Article 109(a), at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Dr. Markus Braun (“**Dr. Braun**”), Mr. Jannik Jonas Slot Jørgensen (“**Mr. Jørgensen**”) and, Mr. Hans Helmuth Hennig (“**Mr. Hennig**”) shall retire by rotation at the AGM. Accordingly, all of the above three retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Recommendation by the Nomination Committee with respect of the re-election of the Directors, particularly the independent non-executive Director

Recommendations to the Board for the proposal for re-election of the aforesaid Directors were made by the Nomination Committee, after evaluating their performance and considering a range of diversity perspectives including but not limited to skills, regional and industrial experience, background, race, gender and other qualities as set out in the “*Board Diversity Policy*” of the Company.

LETTER FROM THE BOARD

Pursuant to the code provision set out in paragraph B.2.3 of Appendix 14 to the Listing Rules, (i) the Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that Mr. Hennig remains independent; (ii) the Nomination Committee has assessed and is satisfied of the independence of Mr. Hennig; and (iii) the Board considers that Mr. Hennig remains independent of management and free of any relationship which could materially interfere with the exercise of his independent judgment.

The Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company, considers that Mr. Hennig can contribute to the diversity of the Board.

In view of the aforesaid factors and the experience, knowledge and commitment of the relevant individuals, the Board would recommend the abovementioned Directors, namely, Dr. Braun, Mr. Jørgensen and Mr. Hennig for re-election at the AGM.

The brief biographies of Dr. Braun, Mr. Jørgensen and Mr. Hennig, being the Directors proposed to be re-elected at the AGM, are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Pacific Room, 16/F, Tower 5, The Gateway, Harbour City, 15 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 2 June 2022 at 4:00 p.m. is set out on pages 18 to 22 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other matters, the Issuance Mandate, the Repurchase Mandate, the extension of the Issuance Mandate by the addition thereto the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of the retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.euroeyes.hk>). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and in such event, the proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to the Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the granting to the Directors of the Issuance Mandate, Repurchase Mandate, the extension of the Issuance Mandate and the re-election of the retiring Directors are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of such resolutions to be proposed at the AGM.

BOOK CLOSURE IN RESPECT OF THE SHAREHOLDERS' ENTITLEMENT TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING

The register of members of the Company will be closed from Monday, 30 May 2022 to Thursday, 2 June 2022 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for entitlement to attend and vote at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Friday, 27 May 2022.

BOOK CLOSURE IN RESPECT OF THE SHAREHOLDERS' ENTITLEMENT TO FINAL DIVIDEND AND FINAL DIVIDEND PAYMENT DATE

The register of members will be closed from Thursday, 9 June 2022 to Friday, 10 June 2022 (both days inclusive), during which period no transfer of Shares will be effected in order to determine the entitlement to the final dividend. All share transfers accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 8 June 2022.

The proposed final dividend which shall be subject to Shareholders' approval at the forthcoming AGM of the Company to be held on Thursday, 2 June 2022. The final dividend is expected to be paid on or around Friday, 24 June 2022 to those Shareholder whose names appeared on the register of members of the Company in Hong Kong at the close of business on Friday, 10 June 2022.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL AND MISCELLANEOUS

Your attention is drawn to the information set out in the appendices to this circular.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
EuroEyes International Eye Clinic Limited
Dr. Jørn Slot Jørgensen
Chairman and Executive Director

This Appendix serves as an explanatory statement relates to resolution no. 6, as required by the Listing Rules, to provide requisite information to the Shareholders to enable them to make an informed decision on whether to vote for or against such resolution.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 333,240,000 Shares. Subject to the passing of the ordinary resolution and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 33,324,000 Shares representing 10% of the total number of Shares in issue as at the Latest Practicable Date.

2. REASONS FOR THE REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING AND IMPACT OF REPURCHASE

In repurchasing Shares, the Company may only apply funds which are legally available under the applicable laws and regulations of the Cayman Islands, the Articles and the Listing Rules for such purpose.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the Company's annual report for the year ended 31 December 2021 in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, 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 or the gearing levels of the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange since the Listing Date up to and including the Latest Practicable Date were as follows:

| Month | Share Prices | |
|---|---------------------------|--------------------------|
| | Highest (HK\$) | Lowest (HK\$) |
| 2021 | | |
| May | 11.600 | 10.100 |
| June | 11.640 | 9.710 |
| July | 14.900 | 10.180 |
| August | 13.260 | 10.900 |
| September | 12.780 | 10.520 |
| October | 11.000 | 9.140 |
| November | 10.400 | 8.650 |
| December | 9.760 | 7.580 |
| 2022 | | |
| January | 9.680 | 7.800 |
| February | 8.800 | 7.300 |
| March | 8.030 | 6.010 |
| April (up to the Latest Practicable Date) | 7.210 | 6.450 |

5. EFFECTS OF THE TAKEOVERS CODE

Repurchase of Shares may result in an increase in the proportionate interests of a Shareholder in the voting rights of the Company and such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interests, 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.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, the following parties had an interest in the Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO:

| Name | Beneficial interests | Number of shares | | Total | Approximate | Approximate |
|---------------------------------|----------------------|-------------------|---------------------|-------------|---|--|
| | | Spousal interests | Corporate interests | | percentage of the issued share capital of the Company as at the Latest Practicable Date | percentage of the issued share capital of the Company if the Repurchase Mandate is exercised in full |
| Dr. Jørn Slot Jørgensen | 173,572,000 | 379,100 | 4,007,000 | 177,958,100 | 53.40% | 59.34% |
| Dr. Susanne Jørgensen (Note) | 379,100 | 177,579,000 | - | 177,958,100 | 53.40% | 59.34% |

Note: Dr. Susanne Jørgensen is the spouse of Dr. Jørn Slot Jørgensen, and Dr. Susanne Jørgensen was therefore deemed to be interested in the Shares in which Dr. Jørn Slot Jørgensen was interested under Part XV of the SFO.

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above Shareholders would be increased to approximately the percentages shown in the last column of the above table and such increase will not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code. To the best knowledge of the Directors, the Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code to make mandatory offer and/or will reduce the number of Shares held by the public to be less than 25% of the total issued Shares as required under the Listing Rules.

6. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares had been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. DIRECTOR'S UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles, the laws of Hong Kong and the applicable laws of the Cayman Islands.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

8. CORE CONNECTED PERSON

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

DIRECTORS PROPOSED TO BE RE-ELECTED

The following set out the details of the retiring Directors and, being eligible, will offer themselves for re-election at the AGM pursuant to Article 109(a).

Executive Directors

Dr. Markus Braun, aged 48, is an executive Director and chief financial officer of the Company. He joined the Group in October 2018 and is primarily responsible for supervising and overseeing the overall financial and accounting management of the Group. He was appointed a Director on 14 December 2018 and subsequently re-designated as an executive Director on 25 March 2019.

From April 2015 to October 2018, Dr. Braun was the vice president IFRS compliance of Schaeffler AG, a global automotive and industrial manufacturer, primarily responsible for its group wide accounting related matters as well as matters pertaining to the internal control system. Before that, he worked for Deutsche Telekom group, a German telecommunication company, in different finance-related functions from December 2003 until March 2015, first serving in the parent company, Deutsche Telekom AG, and subsequently in its wholly-owned subsidiary, Deutsche Telekom Accounting GmbH, which is the global accounting shared service center for Deutsche Telekom group, responsible for the accounting-related processes from transactional accounting to consolidation. At Deutsche Telekom, Dr. Braun served as the senior vice president service management from June 2010 to April 2014 where he was responsible for managing main support functions, for example business controls, project management or compliance management. Thereafter, he assumed the position of senior vice president business development from May 2014 to March 2015 whereby he was responsible for the business development of the subsidiary.

Dr. Braun obtained his diploma in Business Administration in October 1998 and his Doctorate of Economics in June 2005 from the University of Passau, Germany. Dr. Braun completed the CPA exam at the University of Illinois, the USA and has been a certified public accountant of the State of Illinois, the USA since November 2000.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Dr. Braun was interested in 263,000 Shares, representing approximately 0.08% of the total issued share capital of the Company.

Dr. Braun's letter of appointment as a Director provides for a fixed term of two years and he is also subject to the rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles. He is currently entitled to a Director's fee of approximately HK\$30,000 per month under his letter of appointment. In addition, he is entitled to a salary of HK\$105,500 per month for acting as the chief financial officer of the Company. For the financial year ended 31 December 2021, his emoluments (including salary, bonus, allowances and other benefits) of approximately HK\$1,992,000 from the Group.

The remuneration of Dr. Braun as a Director is to be reviewed and determined by the Board with the authorisation granted by the Shareholders at the AGM with reference to his duties and responsibilities with the Company, the prevailing market conditions and the Company's performance.

Saved as disclosed above, (i) Dr. Braun does not have any other major appointments and professional qualifications; (ii) Dr. Braun has not held any other directorships in any public companies which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) Dr. Braun has not held any other positions in the Company and other members of the Group; and (iv) Dr. Braun does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Dr. Braun's re-election.

Mr. Jannik Jonas Slot Jørgensen, aged 30, is an executive Director and vice president, Denmark of the Company. He joined the Group in March 2012 and was appointed an executive Director on 25 March 2019 and is primarily responsible for supervising and overseeing the business development and marketing of the Group's business in Denmark and the PRC. He is also a director of several subsidiaries of the Company.

Prior to joining the Group, Mr. Jørgensen interned and worked in the ophthalmological and marketing sectors on a part-time basis. He was an intern at the Group's eye clinic in Copenhagen, Denmark from January to July 2011, and was also an intern at Moorfields Eye Hospital in London, United Kingdom from August to December 2011. Since February 2014, he has been a marketing manager of the Group's marketing department in the PRC. From May to July 2015, he interned at the ophthalmology department at Instituto Zaldivar, an ophthalmological centre in Mendoza and Buenos Aires, Argentina. From May to July 2017, he interned in the emergency department of Tygerberg Hospital in Cape Town, South Africa. He was also a marketing manager overseeing the marketing department of the Group's eye clinics in the PRC from April to August 2017. From August 2018 to February 2019, he was a resident doctor at the department of abdominal surgery at Randers Hospital in Denmark. Since December 2020, he has been working at the department of ophthalmology at the Charite in Berlin, Germany, where he is finishing his specialization in the field of medical and surgical ophthalmology.

Mr. Jørgensen obtained a Bachelor's degree in Human Medicine at Aarhus University, Denmark in January 2015. He further obtained a Master's degree in Human Medicine at Aarhus University, Denmark in June 2018.

Mr. Jørgensen is the son of Dr Jørgensen, the chairman, executive Director, chief executive officer and controlling Shareholder.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Jørgensen was interested in 5,926,000 Shares, representing approximately 1.78% of the total issued share capital of the Company.

Mr. Jørgensen's letter of appointment as a Director provides for a fixed term of two years and he is also subject to the rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles. He is currently entitled to a Director's fee of approximately HKD30,000 per month under his letter of appointment. For the financial year ended 31 December 2021, his emoluments (including salary, bonus, allowances and other benefits) of approximately HKD672,000 from the Group.

The remuneration of Mr. Jørgensen as a Director is to be reviewed and determined by the Board with the authorisation granted by the Shareholders at the AGM with reference to his duties and responsibilities with the Company, the prevailing market conditions and the Company's performance.

Saved as disclosed above, (i) Mr. Jørgensen does not have any other major appointments and professional qualifications; (ii) Mr. Jørgensen has not held any other directorships in any public companies which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) Mr. Jørgensen has not held any other positions in the Company and other members of the Group; and (iv) Mr. Jørgensen does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Jørgensen's re-election.

Independent non-executive Director

Mr. Hans Helmuth Hennig, aged 64, was appointed as an independent non-executive Director of the Company on 25 March 2019 and is the chairman of the Remuneration Committee and a member of the Audit Committee. He is mainly responsible for providing independent judgment to the Company on policy, performance, accountability, key appointments and standard of conduct of the Group. Mr. Hennig worked with Jebsen & Co. Ltd. ("**Jebsen**"), a privately-held marketing, distribution and investment company established in Greater China, from September 1983 to May 2020. In May 1990, Mr. Hennig was promoted to the role of General Manager-Corporate Development of Jebsen where he was responsible for developing the business strategy of the group. He was then further appointed as a director of the board of directors of Jebsen in January 1994. In January 1997, Mr. Hennig became group deputy managing director of Jebsen up until March 2000, with his last position as group managing director of Jebsen, where he was responsible for the overall business operations, strategies and development of Jebsen.

Mr. Hennig graduated with Danish Studentereksamen (high school diploma equivalent) from Deutsches Gymnasium für Nord Schleswig, Aabenraa, Denmark in June 1977. He further completed the thirty-fifth executive development program at the executive development centre of the College of Commerce and Business Administration of the University of Illinois at Urbana-Champaign in the USA in June 1987. Mr. Hennig was appointed as a guest professor by Jilin University, the PRC in June 2012.

Other than disclosed above, (i) Mr. Hennig does not have any other major appointments and professions; (ii) Mr. Hennig has not held any other directorships in any public companies which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) Mr. Hennig has not held any other positions in the Company and other members of the Group; and (iv) Mr. Hennig does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

As at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Mr. Hennig does not have any interests in the Shares or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Hennig's letter of appointment as a Director provides for a fixed term of two years and he is also subject to the rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles. He is entitled to a Director's fee of approximately HKD30,000 per month under his letter of appointment. For the financial year ended 31 December 2021, his emoluments (including salary, bonus, allowance and other benefits) of approximately HKD360,000 from the Group.

The remuneration of Mr. Hennig as a Director is to be reviewed and determined by the Board with the authorisation granted by the Shareholders at the AGM with reference to his duties and responsibilities with the Company, the prevailing market conditions and the Company's performance.

The Company has received from Mr. Hennig a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that Mr. Hennig is independent.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Hennig's re-election.

NOTICE OF ANNUAL GENERAL MEETING

The logo for EuroEyes, featuring the word "EuroEyes" in white sans-serif font on a dark blue rectangular background.

EuroEyes International Eye Clinic Limited

德視佳國際眼科有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1846)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of EuroEyes International Eye Clinic Limited (the “**Company**”) will be held at Pacific Room, 16/F, Tower 5, The Gateway, Harbour City, 15 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 2 June 2022 at 4:00 p.m., for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the directors (the “**Directors**” and each a “**Director**”) and the auditor of the Company for the year ended 31 December 2021.
2. To approve and declare a final dividend of HK\$0.09932 per share for the year ended 31 December 2021.
3.
 - (i) To re-elect Dr. Markus Braun as an executive Director;
 - (ii) To re-elect Mr. Jannik Jonas Slot Jørgensen as an executive Director;
 - (iii) To re-elect Mr. Hans Helmuth Hennig as an independent non-executive Director; and
 - (iv) To authorize the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as auditor and to authorize the Board to fix the auditor’s remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) a general mandate be and is hereby unconditionally given to the Directors during the Relevant Period (as hereinafter defined) to issue, allot and dispose of such number of additional shares of the Company not exceeding 20% of the total number of shares of the Company in issue at the date of the passing of this ordinary resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this ordinary resolution), such mandate to include the granting of offers, options, warrants or rights to subscribe for, or to convert any securities (including bonds and convertible debentures) into, shares of the Company which might be exercisable or convertible during or after the Relevant Period; and
- (b) for the purposes of this ordinary resolution, **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest 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 the Articles or applicable laws to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) 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 in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the maximum number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this ordinary resolution), and the said approval shall be limited accordingly; and
 - (c) for the purposes of this ordinary resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest 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 the Articles or applicable laws to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the ordinary resolutions no. 5 and 6 set out in this notice, the general mandate granted to the Directors to issue, allot and dispose of such number of additional shares of the Company pursuant to ordinary resolution no. 5 set out in this notice be and is hereby extended by the addition thereto of such number of shares of the Company repurchased or agreed to be repurchased by the Company under the authority granted pursuant to ordinary resolution no. 6 set out in this notice, provided that such number of shares of the Company shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this ordinary resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the date of the passing of this ordinary resolution).”

By Order of the Board
EuroEyes International Eye Clinic Limited
Dr. Jørn Slot Jørgensen
Chairman and Executive Director

Hong Kong, 29 April 2022

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting shall be entitled to appoint person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Annual General Meeting. A proxy need not be a shareholder of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, 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.
4. In order to be valid, the instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 months from such date.
6. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution No. 6 above is enclosed in the circular of the Company dated 29 April 2022.
8. The register of members of the Company will be closed from Monday, 30 May 2022 to Thursday, 2 June 2022 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for entitlement to attend and vote at the Annual General Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Friday, 27 May 2022.
9. The proposed final dividend which shall be subject to shareholders' approval at the forthcoming Annual General Meeting to be held on Thursday, 2 June 2022. The final dividend is expected to be paid on or around Friday, 24 June 2022 to those shareholders whose names appeared on the register of members of the Company in Hong Kong at the close of business on Friday, 10 June 2022.
10. A proxy form of the Annual General Meeting is enclosed in the circular of the Company dated 29 April 2022.
11. Arrangements for COVID-19: To safeguard the health and safety of shareholders and to prevent the spreading of COVID-19, the following precautionary measures will be implemented at the Annual General Meeting:
 - (1) Compulsory temperature screening/checks;
 - (2) Wearing of surgical face mask; and
 - (3) No provision of refreshments or drinks.

NOTICE OF ANNUAL GENERAL MEETING

Attendees who do not comply with the precautionary measures referred to in (1) and (2) above may be denied entry to the Annual General Meeting venue, at the absolute discretion of the Company as permitted by the laws of Hong Kong. For the health and safety of shareholders, the Company would like to encourage shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the Annual General Meeting in person.

12. In the event that a gale warning (tropical cyclone no. 8 or above) is hoisted, or “extreme conditions” caused by a super typhoon exists, or black rainstorm warning is in effect at any time between 9:00 a.m. and 10:30 a.m. on the day of the Annual General Meeting, the Annual General Meeting will be automatically postponed to a later date. In this event, the Company will, as soon as practicable, post an announcement on its website and on the website of the Stock Exchange to notify the shareholders that the Annual General Meeting has been postponed (however, a failure to post such an announcement shall not affect the automatic postponement of the Annual General Meeting). The shareholders may also call the Company at (852) 2111 3956 to enquire whether the Annual General Meeting has been cancelled. When the date, time and location of the rescheduled Annual General Meeting has been fixed, the Company will post a further announcement on its website and on the website of the Stock Exchange to notify the shareholders of the date, time and location of the rescheduled Annual General Meeting. At least seven clear days’ notice shall be given of the rescheduled Annual General Meeting. The shareholders should in any event exercise due care and caution when deciding to attend the above Annual General Meeting in adverse weather conditions.

As at the date of this notice, the Board comprises Dr. Jørn Slot Jørgensen, Dr. Markus Braun, Dr. Ralf-Christian Lerche and Mr. Jannik Jonas Slot Jørgensen as executive Directors; Mr. Marcus Huascar Bracklo as non-executive Director; Mr. Hans Helmuth Hennig, Ms. Katherine Rong Xin and Mr. Philip Duncan Wright as independent non-executive Directors.