



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)

(Stock Code: 3309)

Form of Proxy for use at the Annual General Meeting of C-MER Eye Care Holdings Limited to be convened on Tuesday, 30 May 2023 (the “AGM”) (or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of
HK\$0.10 each (the “Shares”) in the capital of C-MER Eye Care Holdings Limited (the “Company”), hereby appoint the Chairman of the
AGM or _____ ^(Note 3)
of _____
as my/our proxy ^(Note 4) to act for me/us at the AGM (and at any adjournment thereof) of the Company to be held at Unit 1203B, 12/F,
World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong, on Tuesday, 30 May 2023 at 3:00 p.m. for the purpose of considering
and, if thought fit, passing the resolutions set forth in the notice convening the AGM and at the AGM, and at any adjournment thereof, to vote
for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(note 5)	AGAINST ^(note 5)
1	To receive and consider the audited consolidated financial statements and the reports of the directors (the “Director(s)”) and auditor (the “Auditor”) of the Company, PricewaterhouseCoopers, for the financial year ended 31 December 2022.		
2	(A) (i) To re-elect Mr. LI Chunshan as an executive Director;		
	(ii) to re-elect Ms. BENTLEY Annie Liang as an independent non-executive Director;		
	(iii) to re-elect Dr. LI Kwok Tung Donald <i>SBS OStJ JP</i> as an independent non-executive Director;		
	(iv) to re-elect Mr. CHAN Chi Leong as an independent non-executive Director;		
	(B) To authorise the board of Directors (the “Board”) to determine the remuneration of the Directors.		
3	To re-appoint the Auditor and to authorise the Board to fix its remuneration.		
4	(A) To grant an unconditional general mandate to the Directors to repurchase Shares ^(Note 6) (the “Repurchase Mandate”).		
	(B) To grant an unconditional general mandate to the Directors to allot and issue Shares ^(Note 6) (the “General Mandate”).		
	(C) To extend the General Mandate granted to the Directors to issue Shares by the aggregate number of Shares repurchased ^(Note 6) under the Repurchase Mandate.		
SPECIAL RESOLUTION		FOR	AGAINST
5	To approve the proposed amendments to the memorandum and articles of association of the Company (the “Proposed Amendments”), the details of which are set out in Appendix III to the circular of the Company dated 21 April 2023, and to adopt the second amended and restated memorandum and articles of association;		

Signed this _____ day of _____ 2023.

Shareholder’s signature ^(Notes 7 & 8) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all such Shares registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person who signs it. If no name is inserted, the duly appointed Chairman of the AGM will set as your proxy.
- A proxy need not be the Chairman of the AGM. If you wish to appoint some person other than the Chairman of the AGM as your proxy, please delete the words “the Chairman of the AGM or” and insert the name and address of the person appointed as proxy in the space provided.
- IMPORTANT: If you wish to vote for or against the resolution, please place a “✓” in the box marked “FOR” or the box marked “AGAINST” as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the AGM other than that referred to in the notice convening the AGM.**
- The full text of these resolutions appear in the notice of the AGM dated 21 April 2023.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
- Where there are joint registered holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the AGM in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- A proxy need not be a member of the Company.
- In order to be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e. not later than Sunday, 28 May 2023 at 3:00 p.m. (Hong Kong time)) or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.