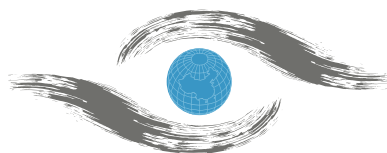


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C-MER 希瑪

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)

PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of C-MER Eye Care Holdings Limited (the “**Company**”) proposes to amend the existing memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) to, inter alia, (i) bring the existing Memorandum and Articles of Association in line with the Core Shareholder Protection Standards set out in Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited which took effect on 1 January 2022 and the applicable laws of the Cayman Islands; and (ii) making other housekeeping amendments, including consequential amendments in line with the above amendments to the Memorandum and Articles of Association (the “**Proposed Amendments**”). In view of the number of amendments proposed, the Board proposes to make the Proposed Amendments by way of adoption of a new set of second amended and restated memorandum and articles of association (the “**Second Amended and Restated Memorandum and Articles of Association**”) in substitution for and to the exclusion of the existing Memorandum and Articles of Association.

The Proposed Amendments to the Memorandum and Articles of Association are subject to (i) approval by the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company expected to be held on Tuesday, 30 May 2023 (the “**Annual General Meeting**”); and (ii) all necessary approvals, authorisations or registrations (if applicable) to be obtained from or filed with the relevant governmental or regulatory authorities.

A circular containing, among other things, the details of the proposed adoption of the Second Amended and Restated Memorandum and Articles of Association together with a notice of convening the Annual General Meeting will be despatched to the Shareholders as soon as practicable.

By order of the Board

C-MER EYE CARE HOLDINGS LIMITED

Dr. LAM Shun Chiu Dennis

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 21 April 2023

As at the date of this announcement, the Board comprises four executive Directors, namely, Dr. LAM Shun Chiu Dennis, Ms. LI Xiaoting, Dr. LEE Yau Wing Vincent and Mr. LI Chunshan; and six independent non-executive Directors, namely, Dr. AU YEUNG Rex Pak-ken, Dr. LI Kwok Tung Donald, Mr. MA Andrew Chiu Cheung, Mr. CHAN Chi Leong, Ms. BENTLEY Annie Liang, and Mr. IP Shu Kwan Stephen.