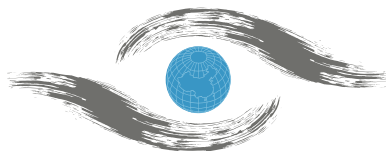


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C-MER 希瑪

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)

**(1) RETIREMENT BY ROTATION OF DIRECTORS;
(2) WITHDRAWAL OF RESOLUTIONS NUMBERED
2(A)(ii), (iii) AND (iv) AT THE ANNUAL GENERAL MEETING
TO BE HELD ON 30 MAY 2023
AND
(3) CHANGE OF COMPOSITION OF BOARD COMMITTEES**

RETIREMENT BY ROTATION OF DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of C-MER Eye Care Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that Ms. BENTLEY Annie Liang (“**Ms. BENTLEY**”), Dr. LI Kwok Tung Donald *SBS OStJ JP* (“**Dr. LI**”), Mr. CHAN Chi Leong (“**Mr. CHAN**”), each an independent non-executive Director, who will be subject to retirement by rotation will not offer themselves for re-election at the Company’s annual general meeting 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 3:00p.m. (the “**AGM**”) in accordance with the articles of association of the Company. Upon conclusion of the AGM, Ms. BENTLEY, Dr. LI and Mr. CHAN will cease to be Directors, and that (i) Ms. BENTLEY will cease to be the chairperson of the nomination committee of the Company (the “**Nomination Committee**”) and a member of the audit committee of the Company (the “**Audit Committee**”); (ii) Dr. LI will cease to be a member of the Audit Committee and the remuneration committee of the Company (the “**Remuneration Committee**”); and (iii) Mr. CHAN will cease to be the chairperson of the Remuneration Committee and a member of the Nomination Committee.

The Board has been informed by each of Ms. BENTLEY, Dr. LI and Mr. CHAN that they would not offer themselves for re-election at the AGM due to (i) her proposed devotion of time to undertake pro bono involvement with local charitable concerns; (ii) his proposed devotion of more time to his other business, academic and public service commitments and (iii) his personal issue, respectively. However, all of them have agreed to continue to serve the Company in the capacity as advisors of the Company with effect from 1 July 2023.

In accordance with Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, each of Ms. BENTLEY, Dr. LI and Mr. CHAN have confirmed that they have no disagreement with the Board and there is no other matter relating to their retirement that needs to be brought to the attention of the shareholders of the Company (the “Shareholders”).

The Board expresses its sincere gratitude to Ms. BENTLEY, Dr. LI and Mr. CHAN for their valuable contribution to the Group during their tenure of office and looks forward to their continuous contribution to the Group in their capacity as our advisors.

WITHDRAWAL OF ORDINARY RESOLUTIONS NUMBERED 2(A)(ii), (iii) AND (iv) AT THE AGM

As Ms. BENTLEY, Dr. LI and Mr. CHAN are not offering themselves for re-election as independent non-executive Directors at the AGM, ordinary resolutions numbered 2(A)(ii), (iii) and (iv) as set out in the circular of the Company and the notice of the AGM (the “Notice”) both dated 21 April 2023 are no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM. Save as disclosed above, all other resolutions contained in the Notice shall continue to be considered at the AGM, and the date, time and venue for holding the AGM shall remain unchanged.

The proxy forms of the AGM already lodged by the Shareholders shall remain valid except that no poll will be conducted or counted for ordinary resolutions numbered 2(A)(ii), (iii) and (iv).

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board announces that with immediate effect from the closing of the AGM,

- i. Dr. AUYEUNG Rex Pak-kuen JP (“**Dr. AUYEUNG**”) and Mr. IP Shu Kwan Stephen, GBS, JP (“**Mr. IP**”) will be appointed as members of the Audit Committee;
- ii. Mr. IP will be appointed as chairperson and Mr. MA Andrew Chiu Cheung (“**Mr. MA**”) will be appointed as member of the Remuneration Committee and Ms. LI Xiaoting (“**Ms. LI**”) remains as a member of the Remuneration Committee; and

- iii. Dr. AUYEUNG will be appointed as chairperson and Ms. LI Xiaoting will be appointed as member of the Nomination Committee and Mr. MA remains as a member of the Nomination Committee.

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, 25 May 2023

As of 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. AUYEUNG Rex Pak-kuen, Dr. LI Kwok Tung Donald, Mr. MA Andrew Chiu Cheung, Mr. CHAN Chi Leong, Ms. BENTLEY Annie Liang, and Mr. IP Shu Kwan Stephen.